

**Resolutions adopted by the Ordinary General Meeting of
Bank Polska Kasa Opieki Spółka Akcyjna on 26 June 2019**

Resolution no. 1
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of electing the Chairman of the Ordinary General Meeting of Bank Polska Kasa Opieki
Spółka Akcyjna

Pursuant to section 409 (1) of commercial companies code and section 6 (1) of the Regulations of Ordinary General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting elects Mr. Łukasz Sieczka as the Chairman of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna.

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.803 shares, from which the total number of 167.447.803 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.447.672 votes were cast for adoption of the resolution,
- 0 votes were cast against the resolution,
- 131 votes abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes, which means that Mr Łukasz Sieczka was elected as the Chairman of the Ordinary General Meeting.

Resolution no. 2
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of adopting an agenda of the Ordinary General Meeting
of Bank Polska Kasa Opieki Spółka Akcyjna

The Ordinary General Meeting hereby adopts the following agenda:

1. Opening of the Ordinary General Meeting of the Bank Polska Kasa Opieki Spółka Akcyjna.
2. Election of the Chairman of the Ordinary General Meeting of the Bank Polska Kasa Opieki Spółka Akcyjna.
3. Verification whether the Ordinary General Meeting of the Bank Polska Kasa Opieki Spółka Akcyjna was convened correctly and is capable to take resolutions.
4. Election of the Vote Counting Committee.
5. Adoption of the Agenda of the Ordinary General Meeting of the Bank Polska Kasa Opieki Spółka Akcyjna.
6. Review of the Report of the Bank's Management Board on the Bank Pekao S.A.'s operations in the financial year 2018.
7. Review of the Individual Financial Statements of the Bank Pekao S.A. for the year ended on the 31st December 2018.
8. Review of the Report of the Bank's Management Board on the Bank Pekao S.A. Capital Group's operations in the financial year 2018.
9. Review of the Consolidated Financial Statements of the Bank Pekao S.A. Capital Group for the year ended on the 31st of December, 2018.
10. Review of the request of the Bank's Management Board related to the coverage of undivided loss from previous years, which has arisen as a result of change in accounting principles in relation to the application of the International Financial Reporting Standard no. 9 ("Financial Instruments") for the first time.
11. Review of the request of the Bank's Management Board related to the net profit distribution of the Bank Polska Kasa Opieki Spółka Akcyjna for the financial year 2018.
12. Review of the Report of the Supervisory Board of the Bank Polska Kasa Opieki Spółka Akcyjna on their operations in 2018 and results of the assessment of: reports on operations of the Bank Polska Kasa Opieki S.A. and the Capital Group of the Bank Polska Kasa Opieki Spółka Akcyjna for the year 2018, financial reports of the Bank Polska Kasa Opieki Spółka Akcyjna and the Capital Group of the Bank Polska Kasa Opieki Spółka Akcyjna for the year ended on the 31st of December 2018, requests of the Bank's Management Board on the coverage of undivided loss from previous years, which has arisen as a result of change in accounting principles in relation to the application of the International Financial Reporting Standard no. 9 for the first time and profit distribution of the Bank Polska Kasa Opieki Spółka Akcyjna for the year 2018.
13. Taking resolutions on:
 - 1) approval of the Report of the Bank's Management Board on the Bank Pekao S.A.'s operations in 2018,
 - 2) approval of Individual Financial Statements of the Bank Pekao S.A. for the year ended on the 31st of December 2018,
 - 3) approval of the Report of the Bank's Management Board on the Bank Pekao S.A. Capital Group's operations in 2018,
 - 4) approval of the Consolidated Financial Statements of the Capital Group of the Bank Pekao S.A. for the year ended on the 31st December 2018,
 - 5) coverage of undivided loss from previous years, which has arisen as a result of change in accounting principles in relation to the application of the International Financial Reporting Standard no. 9 ("Financial Instruments") for the first time and use of reserve capital of the Bank Polska Kasa Opieki Spółka Akcyjna for this purpose,
 - 6) net profit distribution of the Bank Polska Kasa Opieki Spółka Akcyjna for 2018,

- 7) approval of the Report of the Supervisory Board of the Bank Polska Kasa Opieki Spółka Akcyjna on their operations in 2018,
- 8) granting a vote of approval to the members of the Management Board of the Bank Polska Kasa Opieki Spółka Akcyjna for fulfilment of their duties in 2018,
- 9) granting a vote of approval to the members of the Supervisory Board of the Bank Polska Kasa Opieki Spółka Akcyjna for fulfilment of their duties in 2018.
14. Presentation of material elements of the plan of dividing the Centralny Dom Maklerski Pekao S.A., the report of the Management Board dated the 27th of February 2019, justifying the division of the Centralny Dom Maklerski Pekao S.A., opinion of the chartered auditor and any material changes related to assets and liabilities that have occurred between the date the division plan was executed and the date of passing the resolution on the division of the Centralny Dom Maklerski Pekao S.A.
15. Taking a resolution on the division of the Centralny Dom Maklerski Pekao S.A.
16. Report on the assessment of the Remuneration Policy of the Bank Polska Kasa Opieki Spółka Akcyjna and taking a resolution on that matter.
17. Presentation by the Supervisory Board of the Report on the assessment of the Bank Polska Kasa Opieki Spółka Akcyjna's application of the Corporate Governance Principles for Supervised Institutions in 2018.
18. Review of the request of the Bank's Management Board and taking resolutions on amending the Statute of the Bank Polska Kasa Opieki Spółka Akcyjna.
19. Adoption of resolutions on the amendment of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna.
20. Adoption of a resolution on the amendment of the Resolution No. 42 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna regarding the principles of shaping the remuneration of the Management Board of the Bank Polska Kasa Opieki Spółka Akcyjna, dated 21st of June 2018.
21. Adoption of a resolution regarding the amendment of the Resolution No. 41 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna regarding the principles of shaping the remuneration of members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna of 21st of June, 2018.
22. Closing of the Ordinary General Meeting of the Bank Polska Kasa Opieki Spółka Akcyjna.

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.446.731 shares, from which the total number of 167.446.731 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.446.731 votes were cast for adoption of the resolution,
- 0 votes were cast against the resolution,
- 0 votes abstained.

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

Resolution no. 3
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of approving the Report of the Bank's Management Board
on the operations of Bank Pekao S.A. for 2018

Pursuant to section 393 (1) and section 395 (2) (1) of commercial companies' code and section 13 (1) of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

The Report of the Bank's Management Board on the operations of Bank Pekao S.A. for 2018 is approved.

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.810 shares, from which the total number of 167.447.810 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.447.802 votes were cast for adoption of the resolution,
- 8 votes were cast against the resolution,
- 0 votes abstained.

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

Shareholders Jakub Gogolewski and Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 4
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of approving the Separate Financial Statement of
Bank Pekao S.A. for the year ended 31 December 2018

Pursuant to section 393 (1) and section 395 (2) (1) of commercial companies' code and section 13 (1) of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

The Separate Financial Statement of Bank Pekao S.A. for the year ended 31 December 2018, comprising the below documents, is hereby approved:

- a) statement of financial position drawn up as of 31 December 2018, presenting total assets versus liabilities and equities in the amount of PLN 184,347,175,879.81 (say: one hundred eighty four billion three hundred forty seven million one hundred seventy five thousand eight hundred seventy nine zloty 81/100),
- b) statement of comprehensive income for the financial year ended 31 December 2018, presenting a comprehensive income of PLN 2,333,521,806.94 (say: two billion three hundred thirty three million five hundred twenty one thousand eight hundred six zloty 94/100),
- c) profit and loss statement for the financial year ended 31 December 2018, presenting a net profit of 2,310,599,572.17 (say: two billion three hundred ten million five hundred ninety nine thousand five hundred seventy two zloty 17/100),
- d) statement of changes in equity for the financial year ended 31 December 2018, presenting a reduction in equity by PLN436,536k (say: four hundred thirty six million five hundred thirty six thousand zloty),
- e) cash flow statement for the financial year ended 31 December 2018, presenting an increase in net cash by PLN 7,939,063k (say: seven billion nine hundred thirty nine million sixty three thousand zloty),
- f) notes with a description of significant accounting policies and other information.

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.810 shares, from which the total number of 167.447.810 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.447.802 votes were cast for adoption of the resolution,
- 7 votes were cast against the resolution,
- 1 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 5
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of approving the Report of the Bank's Management Board
on the operations of Bank Pekao S.A. Corporate Group for 2018

Pursuant to section 395 (5) and section 13 (5) of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

The Report of the Bank's Management Board on the operations of Bank Pekao S.A. Corporate Group for 2018 is approved.

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.810 shares, from which the total number of 167.447.810 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.447.802 votes were cast for adoption of the resolution,
- 8 votes were cast against the resolution,
- 0 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 6
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of approving the Consolidated Financial Statement of Bank Pekao S.A. Corporate Group
for the year ended 31 December 2018

Pursuant to section 395 (5) and section 13 (5) of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

The Consolidated Financial Statement of Bank Pekao S.A. Corporate Group for the year ended 31 December 2018, comprising the below documents, is hereby approved:

- a) consolidated statement of financial position drawn up as of 31 December 2018, presenting total assets versus liabilities and equities in the amount of PLN 191,089,805,438.71 (say: one hundred ninety one billion eighty nine million eight hundred five thousand four hundred thirty eight złotych 71/100),
- b) consolidated statement of comprehensive income for the financial year ended 31 December 2018, presenting a comprehensive income of PLN 2,313,654,006.17 (say: two billion three hundred thirteen million six hundred fifty four thousand six złotych 17/100),
- c) consolidated profit and loss statement for the financial year ended 31 December 2018, presenting a net profit of 2,287,809,961.99 (say: two billion two hundred eighty seven million eight hundred nine thousand nine hundred sixty one złotych 99/100),
- d) consolidated statement of changes in equity for the financial year ended 31 December 2018, presenting a reduction in equity by PLN459,597k (say: four hundred fifty nine million five hundred ninety seven thousand złotych),
- e) consolidated cash flow statement for the financial year ended 31 December 2018, presenting an increase in net cash by PLN 7,894,226k (say: seven billion eight hundred ninety four million two hundred twenty six thousand złotych),
- f) notes with a description of significant accounting policies and other information

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.810 shares, from which the total number of 167.447.810 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.447.802 votes were cast for adoption of the resolution,
- 7 votes were cast against the resolution,
- 1 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 7
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of covering the retained loss resulting from the change in accounting policies in
connection with the first application of IFRS 9 ('Financial Instruments'), using the reserve capital of
Bank Polska Kasa Opieki Spółka Akcyjna,

Pursuant to section 395 (2) (2) and section 395 (5) of commercial companies' code, section 30 (4) in conjunction with section 13 (12) of the Statute of Bank Polska Kasa Opieki S.A., the Ordinary General Meeting resolves as follows:

§ 1.

The retained balance sheet loss of Bank Polska Kasa Opieki Spółka Akcyjna in the amount of PLN 936,747,994.04 (say: nine hundred thirty six million seven hundred forty seven thousand nine hundred ninety four thousand złoty 04/100) is covered from the reserve capital. The loss resulted from the change in accounting policies in connection with the first application of IFRS 9 ('Financial Instruments').

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.804 shares, from which the total number of 167.447.804 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.447.802 votes were cast for adoption of the resolution,
- 1 votes were cast against the resolution,
- 1 votes abstained.

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

Resolution no. 8
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of distributing the net profit of Bank Polska Kasa Opieki Spółka Akcyjna for 2018

Pursuant to section 395 (2) (2), section 348 (4) and section 396 (4) and (5) of commercial companies' code, section 13 (2) and (6) and section 33 (1) (2) and (4) of the Statute of Bank Polska Kasa Opieki S.A., the Ordinary General Meeting resolves as follows:

§ 1.

The net profit of Bank Polska Kasa Opieki Spółka Akcyjna for 2018, in the amount of PLN 2,310,599,572.17 (say: two billion three hundred ten million five hundred ninety nine thousand five hundred seventy two złoty 17/100) is distributed as follows:

- 1) 74.97% of the Bank's net profit, i.e. the amount of PLN 1,732,302,224.40 (say: one billion seven hundred thirty two million three hundred two thousand two hundred twenty four złoty 40/100), is allocated to dividend,
- 2) the amount of PLN 578,297,347.77 (say: five hundred seventy eight million two hundred ninety seven thousand three hundred forty seven złoty 77/100) is allocated to reserve capital.

§ 2.

The amount of dividend per share is PLN 6.60 (say: six złoty 60/100).

§ 3.

The ex-dividend date is set for 10 July 2019.

§ 4.

The dividend payable date is set for 30 July 2019.

§ 5.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.804 shares, from which the total number of 167.447.804 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.447.803 votes were cast for adoption of the resolution,
- 0 votes were cast against the resolution,
- 1 votes abstained.

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

Resolution no. 9

of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna in the matter of approving the Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna on operations in 2018 and the results of assessments of: reports on the operations of Bank Polska Kasa Opieki S.A. and Bank Polska Kasa Opieki Spółka Akcyjna Corporate Group for 2018, financial statements of Bank Polska Kasa Opieki S.A. and Bank Polska Kasa Opieki Spółka Akcyjna Corporate Group for the year ended 31 December 2018, requests from the Bank's Management Board in the matter of covering the retained loss resulting from the change in accounting policies in connection with the first application of IFRS 9, and of distributing the net profit of Bank Polska Kasa Opieki Spółka Akcyjna for 2018, as well as the situation of Bank Polska Kasa Opieki Spółka Akcyjna, including the assessment of internal control mechanisms, risk management and compliance, and the rationality of the Bank's policy with regards to sponsoring and charitable activities.

Pursuant to section 395 (5) of commercial companies' code and section 13 (3) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

The AGM approves the Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna on operations in 2018 and the results of assessments of: reports on the operations of Bank Polska Kasa Opieki S.A. and Bank Polska Kasa Opieki Spółka Akcyjna Corporate Group for 2018, financial statements of Bank Polska Kasa Opieki S.A. and Bank Polska Kasa Opieki Spółka Akcyjna Corporate Group for the year ended 31 December 2018, requests from the Bank's Management Board in the matter of covering the retained loss resulting from the change in accounting policies in connection with the first application of IFRS 9, and of distributing the net profit of Bank Polska Kasa Opieki Spółka Akcyjna for 2018, as well as the situation of Bank Polska Kasa Opieki Spółka Akcyjna, including the assessment of internal control mechanisms, risk management and compliance, and the rationality of the Bank's policy with regards to sponsoring and charitable activities.

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.810 shares, from which the total number of 167.447.810 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.447.802 votes were cast for adoption of the resolution,
- 7 votes were cast against the resolution,
- 1 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 10
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of granting discharge to a member of the Management Board of Bank Polska Kasa
Opieki Spółka Akcyjna
on the performance of his duties in 2018

Pursuant to section 393 (1) and section 395 (2) (3) of commercial companies' code and section 13 (4) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Discharge is granted to Mr **Michał Krupiński** – Chairman of the Bank's Management Board – on the performance of his duties between 1 January and 31 December 2018.

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.810 shares, from which the total number of 167.447.810 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.301.305 votes were cast for adoption of the resolution,
- 144.233 votes were cast against the resolution,
- 2.272 votes abstained.

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

Shareholders Jakub Gogolewski and Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 11
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of granting discharge to a member of the Management Board of Bank Polska Kasa
Opieki Spółka Akcyjna
on the performance of his duties in 2018

Pursuant to section 393 (1) and section 395 (2) (3) of commercial companies' code and section 13 (4) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Discharge is granted to Mr **Tomasz Kubiak** – Deputy Chairman of the Bank's Management Board – on the performance of his duties between 1 January and 31 December 2018.

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.810 shares, from which the total number of 167.447.810 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.302.377 votes were cast for adoption of the resolution,
- 144.233 votes were cast against the resolution,
- 1.200 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 12
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of granting discharge to a member of the Management Board of Bank Polska Kasa
Opieki Spółka Akcyjna
on the performance of his duties in 2018

Pursuant to section 393 (1) and section 395 (2) (3) of commercial companies' code and section 13 (4) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Discharge is granted to Mr **Michał Lehmann** – Deputy Chairman of the Bank's Management Board – on the performance of his duties between 1 January and 31 December 2018

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.810 shares, from which the total number of 167.447.810 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.301.305 votes were cast for adoption of the resolution,
- 144.233 votes were cast against the resolution,
- 2.272 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 13
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of granting discharge to a member of the Management Board of Bank Polska Kasa
Opieki Spółka Akcyjna
on the performance of his duties in 2018

Pursuant to section 393 (1) and section 395 (2) (3) of commercial companies' code and section 13 (4) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Discharge is granted to Mr **Marek Lusztyn** – Deputy Chairman of the Bank's Management Board – on the performance of his duties between 1 January and 31 December 2018.

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.810 shares, from which the total number of 167.447.810 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.301.305 votes were cast for adoption of the resolution,
- 144.233 votes were cast against the resolution,
- 2.272 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 14
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of granting discharge to a member of the Management Board of Bank Polska Kasa
Opieki Spółka Akcyjna on the performance of his duties in 2018

Pursuant to section 393 (1) and section 395 (2) (3) of commercial companies' code and section 13 (4) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Discharge is granted to Mr **Tomasz Styczyński** – Deputy Chairman of the Bank's Management Board – on the performance of his duties between 1 January and 31 December 2018.

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.810 shares, from which the total number of 167.447.810 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.302.377 votes were cast for adoption of the resolution,
- 144.233 votes were cast against the resolution,
- 1.200 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 15
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of granting discharge to a member of the Management Board of Bank Polska Kasa
Opieki Spółka Akcyjna
on the performance of his duties in 2018

Pursuant to section 393 (1) and section 395 (2) (3) of commercial companies' code and section 13 (4) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Discharge is granted to Mr **Marek Tomczuk** – Deputy Chairman of the Bank's Management Board – on the performance of his duties between 1 January and 31 December 2018.

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.810 shares, from which the total number of 167.447.810 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.301.305 votes were cast for adoption of the resolution,
- 144.233 votes were cast against the resolution,
- 2.272 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 16
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of granting discharge to a member of the Management Board of Bank Polska Kasa
Opieki Spółka Akcyjna
on the performance of her duties in 2018

Pursuant to section 393 (1) and section 395 (2) (3) of commercial companies' code and section 13 (4) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Discharge is granted to Ms **Magdalena Zmitrowicz** – Deputy Chairman of the Bank's Management Board – on the performance of her duties between 1 January and 31 December 2018

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.810 shares, from which the total number of 167.447.810 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.301.305 votes were cast for adoption of the resolution,
- 144.233 votes were cast against the resolution,
- 2.272 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 17
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of granting discharge to a member of the Management Board of Bank Polska Kasa
Opieki Spółka Akcyjna on the performance of his duties in 2018

Pursuant to section 393 (1) and section 395 (2) (3) of commercial companies' code and section 13 (4) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Discharge is granted to Mr **Andrzej Kopyrski** – Deputy Chairman of the Bank's Management Board – on the performance of his duties between 1 January and 31 December 2018.

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.810 shares, from which the total number of 167.447.810 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.302.505 votes were cast for adoption of the resolution,
- 144.233 votes were cast against the resolution,
- 1.072 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 18
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of granting discharge to a member of the Management Board of Bank Polska Kasa
Opieki Spółka Akcyjna
on the performance of her duties in 2018

Pursuant to section 393 (1) and section 395 (2) (3) of commercial companies' code and section 13 (4) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Discharge is granted to Ms **Roksana Ciurysek-Gedir** – Deputy Chairman of the Bank's Management Board – on the performance of her duties between 1 January and 31 December 2018

§ 2.

This resolution comes into force on the date of its adoption

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.810 shares, from which the total number of 167.447.810 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.301.305 votes were cast for adoption of the resolution,
- 144.233 votes were cast against the resolution,
- 2.272 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 19
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of granting discharge to a member of the Supervisory of Bank Polska Kasa Opieki Spółka
Akcyjna
on the performance of his duties in 2018

Pursuant to section 393 (1) and section 395 (2) (3) of commercial companies' code and section 13 (4) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Discharge is granted to Mr **Paweł Surówka** – Chairman of the Bank's Supervisory Board – on the performance of his duties between 1 January and 31 December 2018

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.804 shares, from which the total number of 167.447.804 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.205.305 votes were cast for adoption of the resolution,
- 240.227 votes were cast against the resolution,
- 2.272 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 20
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of granting discharge to a member of the Supervisory of Bank Polska Kasa Opieki Spółka
Akcyjna on the performance of her duties in 2018

Pursuant to section 393 (1) and section 395 (2) (3) of commercial companies' code and section 13 (4) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Discharge is granted to Ms **Joanna Błaszcyk** – Deputy Chairman of the Bank's Supervisory Board – on the performance of her duties between 1 January and 31 December 2018.

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.810 shares, from which the total number of 167.447.810 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.205.305 votes were cast for adoption of the resolution,
- 240.233 votes were cast against the resolution,
- 2.272 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 21
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of granting discharge to a member of the Supervisory of Bank Polska Kasa Opieki Spółka
Akcyjna on the performance of his duties in 2018

Pursuant to section 393 (1) and section 395 (2) (3) of commercial companies' code and section 13 (4) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Discharge is granted to Mr **Stanisław Ryszard Kaczoruk** – Deputy Chairman of the Bank's Supervisory Board – on the performance of his duties between 1 January and 31 December 2018.

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.810 shares, from which the total number of 167.447.810 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.205.305 votes were cast for adoption of the resolution,
- 240.233 votes were cast against the resolution,
- 2.272 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 22
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of granting discharge to a member of the Supervisory of Bank Polska Kasa Opieki Spółka
Akcyjna
on the performance of his duties in 2018

Pursuant to section 393 (1) and section 395 (2) (3) of commercial companies' code and section 13 (4) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Discharge is granted to Mr **Paweł Stopczyński** – Secretary of the Bank's Supervisory Board – on the performance of his duties between 1 January and 31 December 2018.

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.446.738 shares, from which the total number of 167.446.738 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.205.305 votes were cast for adoption of the resolution,
- 240.233 votes were cast against the resolution,
- 1.200 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 23
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of granting discharge to a member of the Supervisory of Bank Polska Kasa Opieki Spółka
Akcyjna
on the performance of his duties in 2018

Pursuant to section 393 (1) and section 395 (2) (3) of commercial companies' code and section 13 (4) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Discharge is granted to Mr **Grzegorz Janas** – Member of the Bank's Supervisory Board – on the performance of his duties between 1 January and 31 December 2018.

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.810 shares, from which the total number of 167.447.810 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.205.305 votes were cast for adoption of the resolution,
- 240.233 votes were cast against the resolution,
- 2.272 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 24
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of granting discharge to a member of the Supervisory of Bank Polska Kasa Opieki Spółka
Akcyjna
on the performance of his duties in 2018

Pursuant to section 393 (1) and section 395 (2) (3) of commercial companies' code and section 13 (4) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Discharge is granted to Mr **Michał Kaszyński** – Member of the Bank's Supervisory Board – on the performance of his duties between 1 January and 31 December 2018.

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.810 shares, from which the total number of 167.447.810 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.205.305 votes were cast for adoption of the resolution,
- 240.233 votes were cast against the resolution,
- 2.272 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 25
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of granting discharge to a member of the Supervisory of Bank Polska Kasa Opieki Spółka
Akcyjna
on the performance of her duties in 2018

Pursuant to section 393 (1) and section 395 (2) (3) of commercial companies' code and section 13 (4) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Discharge is granted to Ms **Justyna Głębiowska-Michalak** – Member of the Bank's Supervisory Board – on the performance of her duties between 1 January and 31 December 2018.

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.810 shares, from which the total number of 167.447.810 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.205.305 votes were cast for adoption of the resolution,
- 240.233 votes were cast against the resolution,
- 2.272 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 26
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of granting discharge to a member of the Supervisory of Bank Polska Kasa Opieki Spółka
Akcyjna on the performance of her duties in 2018

Pursuant to section 393 (1) and section 395 (2) (3) of commercial companies' code and section 13 (4) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Discharge is granted to Ms **Sabina Bigos-Jaworowska** – Member of the Bank's Supervisory Board – on the performance of her duties between 1 January and 31 December 2018.

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.810 shares, from which the total number of 167.447.810 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.205.305 votes were cast for adoption of the resolution,
- 240.233 votes were cast against the resolution,
- 2.272 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 27
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of granting discharge to a member of the Supervisory of Bank Polska Kasa Opieki Spółka
Akcyjna on the performance of his duties in 2018

Pursuant to section 393 (1) and section 395 (2) (3) of commercial companies' code and section 13 (4) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Discharge is granted to Mr **Marian Majcher** – Member of the Bank's Supervisory Board – on the performance of his duties between 1 January and 31 December 2018.

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.810 shares, from which the total number of 167.447.810 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.205.305 votes were cast for adoption of the resolution,
- 240.233 votes were cast against the resolution,
- 2.272 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 28
of the Ordinary General Meeting
of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of the division of Centralny Dom Maklerski Pekao S.A.

§ 1

1. Pursuant to section 541 of commercial companies' code ('**CCC**'), a resolution is made to divide Centralny Dom Maklerski Pekao S.A. with its registered office in Warsaw ('**CDM**' or '**Divided Company**') pursuant to section 529 (1) (1) of CCC, i.e.:
 - through the transfer of part of the property (assets and liabilities) and rights and obligations of the Divided Company to Bank Polska Kasa Opieki Spółka Akcyjna with its registered office in Warsaw ('**Bank**'), in the form of the organised part of CDM's business related to the provision of brokerage services, involving: (i) accepting and forwarding orders for the purchase or sale of financial instruments, (ii) fulfilling the orders referred to in item (i) on the orderer's account, (iii) purchasing or selling financial instruments on its own account, (iv) investment consulting, (v) offering financial instrument, (vi) providing services in the course of performing investment and service underwriting agreements, or entering into and performing other agreements of a similar nature, provided that financial instruments constitute their subject matter, (vii) keeping or registering financial instruments, including keeping securities accounts, derivatives accounts and omnibus accounts, and keeping cash accounts, (viii) providing consulting services for businesses with regards to capital structure, business strategy or other issues related to such structure or strategy, (ix) consulting services and other services related to mergers, divisions and acquisitions of businesses, (x) currency exchange, provided that such services are related to the activity specified in section 69 (2) of the financial instrument trading act, (xi) drawing up investment analyses, financial analyses and other recommendations of a general nature relating to transactions concerning financial instruments, (xii) providing additional services related to service or investment underwriting ('**Stock Brokerage Operations**'), where with regards to activity involving consulting services for businesses with regards to capital structure, business strategy or other issues related to such structure or strategy or consulting services and other services related to mergers, divisions and acquisitions of businesses (items (viii) and (ix) above, respectively), it must be noted that as of the date of signing the Division Plan (as defined below), CDM did not carry out any such activity, and as of the effective date of the Division (as defined below) it has no intention of carrying out such activity; and
 - through the transfer of part of the property of the Divided Company to Centrum Bankowości Bezpośredniej sp. z o.o. with its registered office in Kraków ('**CBB**'), in the form of the organised part of CDM's business related to the provision of call centre services, involving, among others: (i) ensuring the servicing of orders and instructions given by customers over the phone, (ii) providing customer service related to ongoing operations, (iii) servicing the product helpline and carrying out sales tasks, (iv) giving detailed information related to provided services, (v) contributing to budget implementation through actively selling products, and (vi) supporting sales made through distribution channels other than telephone ('**Call Centre Operations**'),

(**Division**).
2. Approval is granted to the division plan of the Divided Company, agreed in writing between the Divided Company and the Bank and CBB on 27 February 2019, and made publicly available from 27 February 2019 and continuously onwards until the present day on the Divided Company's, Bank's and CBB's websites ('**Division Plan**'). The Division Plan constitutes Attachment no.1 to this resolution.

3. In connection with the Division, consent is granted to the transfer of the organised part of CDM's business related to Stock Brokerage Operations to the bank and of the organised part of CDM's business related to Call Centre Operations to CBB, to the extent and based on the principles specified in this resolution and the Division Plan.

§ 2

1. As the Bank is the sole shareholder in the Divided Company, pursuant to section 550 of CCC no increase in the Bank's share capital is expected in connection with the purchase of part of CDM's assets, and conversely the Bank will not issue the Bank's shares in exchange for the acquired assets of CDM.
2. As a result of the Division, CBB's share capital will be increased by PLN 1,000 (one thousand złoty), i.e. from the amount of PLN 500,000 (five hundred thousand złoty) to the amount of PLN 501,000 (five hundred thousand and one złoty), through emitting 2 (two) shares with a nominal value of PLN 500 (five hundred złoty) each ('**New Issue Shares**'). All New Issue Shares will be given to the Divided Company's existing sole shareholder, i.e. the Bank, in accordance with the adopted ratio of exchange of stocks of the Divided Company for shares in CBB, which was set as follows: one New Issue Share will correspond to 908 579 (nine hundred eight thousand five hundred seventy nine) stocks of the Divided Company.
3. The assets of the Divided Company purchased by CBB will go to CBB's share capital and supplementary capital, in the following manner: the amount of PLN 1,000 (say: one thousand złoty) will be used to increase the share capital, while the amount equivalent to the value of the organised part of the Divided Company's business related to Call Centre Operations as at the Division Date, reduced by the amount of increase in the share capital, will go to supplementary capital.
4. No additional contributions are envisioned in connection with the Division.

§ 3

Consent is granted to make the following changes in CBB's Statute:

- a) **§ 5 (1)** of CBB's Statute shall read as follows:

'The Company's share capital is PLN 501,000 (five hundred thousand and one złoty).';

- b) **§ 5 (2)** of CBB's Statute shall read as follows:

'The Company's share capital is divided into 1002 (one thousand two) equal and indivisible shares of a nominal value of PLN 500 (five hundred złoty) each.';

- c) **§ 6 (2)** of CBB's Statute shall read as follows:

'Shares were taken in the following manner:

- a. Jacek Styczeń, acting on behalf of *Bank Przemysłowo – Handlowy Spółka Akcyjna* with its registered office in Kraków – 490 (four hundred ninety) shares of a nominal value of PLN 500 (five hundred złoty) each, i.e. a total value of PLN 245,000 (two hundred forty five thousand złoty),
- b. Monika Patyra, acting on behalf of *Powszechny Bank Kredytowy Spółka Akcyjna* with its registered office in Warsaw – 490 (four hundred ninety) shares of a nominal value of PLN 500 (five hundred złoty) each, i.e. a total value of PLN 245,000 (two hundred forty five thousand złoty),
- c. Fritz Georg Schlumprecht, acting on behalf of *HVB Direkt Gesellschaft für Direktservice und Direktvertrieb mbH* München, Germany – 20 (twenty) shares of a nominal value of PLN 10,000 (ten thousand złoty),
- d. Bank Polska Kasa Opieki Spółka Akcyjna with its registered office in Warsaw took up 2 (two) shares of a nominal value of PLN 1,000 (one thousand złoty), taken up as a result of the division of Centralny Dom Maklerski Pekao S.A.';

d) **§ 6 (3)** of CBB's Statute shall read as follows:

'Shares in share capital referred to in subsection 2, items a to c were paid in cash.'

§ 4

New Issue Shares in CBB granted to the Bank will entitle to a share in the profit of CBB generated in the financial year starting on 1 January of the year in which the Divided Company is struck from the register.

§ 5

The Bank's Management Board is authorised to take any actual and legal actions required to conclude the Division.

§ 6

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.446.599 shares, from which the total number of 167.446.599 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.446.599 votes were cast for adoption of the resolution,
- 0 votes were cast against the resolution,
- 0 votes abstained.

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

Resolution no. 29
of the Ordinary General Meeting
of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of reviewing the Remuneration Policy of Bank Polska Kasa Opieki Spółka Akcyjna in
2018

Pursuant to § 28 (4) of Corporate Governance Rules for Supervised Institutions in conjunction with § 13 (18) of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1

After considering the Report on the review of the operation of the Remuneration Policy of Bank Polska Kasa Opieki Spółka Akcyjna, the Bank's General Meeting finds that the Remuneration Policy of Bank Polska Kasa Opieki Spółka Akcyjna is conducive to the Bank's development and the safety of its operations.

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.678 shares, from which the total number of 167.447.678 valid votes were cast, representing 63,80 % of shares in the share capital,

- 167.199.541 votes were cast for adoption of the resolution,
- 240.232 votes were cast against the resolution,
- 7.905 votes abstained.

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

Shareholder Dariusz Kiziakiewicz reported his objection to the resolution and requested that it be recorded in the minutes.

Resolution no. 30
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

Pursuant to section 430 (1) of commercial companies' code and section 13 (8) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1

The following amendments are made to the Bank's Statute:

1) Item 17 in § 6 (1) of the Bank' Statute shall read as follows:

'17) Providing payment services:

- a) within the scope of issuing payment instruments and execution of payment operations with the use of such instruments,
- b) as a paying agent,
- c) within the scope of initiating payment transaction and
- d) within the scope of access to account information and performing activities connected with these services,'

2) Item 20 in § 6 (1) of the Bank' Statute shall read as follows:

'20) Taking up shares or acquisition of shares and rights to vote, shares of other legal entity not being a bank or participation units and investment certificates of investment funds,'

3) The period in item 36 of § 6 (1) of the Bank's Statute is replaced with a comma and item 37 is added, reading as follows:

'37) Performing acquisition activities for the benefit of entities offering employee capital plans and performing activities related to servicing participants of employee capital plans,'

4) Item 38 is added to § 6 (1) of the Bank's Statute, reading as follows:

'38) Performing acquisition activities for the benefit of voluntary pension funds and servicing participants of voluntary pension funds,'

§ 2

Pursuant to section 430 (5) of commercial companies' code, the Supervisory Board is authorised to draw up a consolidated text of the amended Bank's Statute, including the authorisation of the Financial Supervision Authority referred to in §3.

§3.

This resolution comes into force on the date of its adoption, where the amendment to the Bank's Statute adopted pursuant to this resolution must be recorded in the register of businesses of the National Court Register pursuant to section 430 (1) of commercial companies' code, after receiving the Financial Supervision Authority's authorisation to make such an amendment.

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.802 shares, from which the total number of 167.447.802 valid votes were cast, representing 63,80 % of shares in the share capital,

- 166.522.364 votes were cast for adoption of the resolution,
- 836.197 votes were cast against the resolution,
- 89.241 votes abstained.

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

Resolution no. 31
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

Pursuant to section 430 (1) of commercial companies' code and section 13 (8) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1

The following amendments are made to the Bank's Statute:

1) Item 24 in § 6 (1) of the Bank's Statute shall read as follows:

'24) Purchasing and selling real estate, as well as letting them on hire or lease,'

2) Item 39 is added to § 6 (1) of the Bank's Statute, reading as follows:

'39) Keeping stock records under the concluded contracts,'

3) Item 40 is added to § 6 (1) of the Bank's Statute, reading as follows:

'40) Financial and operational participation in international projects and ventures,'

4) Item 41 is added to § 6 (1) of the Bank's Statute, reading as follows:

'41) Operating an online crowdfunding platform, combining funding provided by the Bank with crowdfunding,'

5) Item 42 is added to § 6 (1) of the Bank's Statute, reading as follows:

'42) Providing services to companies equity-linked to the Bank or the Bank's shareholders, including in the following areas:

a) use of IT systems and technologies, including but not limited to the utilisation of software, IT infrastructure and data processing,

b) keeping accounting books

and financial and operational participation in projects implemented together with companies equity-linked to the Bank or the Bank's shareholders,'

6) Item 43 is added to § 6 (1) of the Bank's Statute, reading as follows:

'43) Collaboration with other entities within the corporate group, in particular using free technical, organisational and human resources or IT systems, in accordance with their intended economic use and with particular attention paid to the security of the operations of the Bank and such entities,'

7) Item 44 is added to § 6 (1) of the Bank's Statute, reading as follows:

'44) Engaging in other economic ventures at home and abroad, individually or together with other entities, including brokerage in offering financial and non-financial services.'

§ 2

Pursuant to section 430 (5) of commercial companies' code, the Supervisory Board is authorised to draw up a consolidated text of the amended Bank's Statute, including the authorisation of the Financial Supervision Authority referred to in §3.

§3.

This resolution comes into force on the date of its adoption, where the amendment to the Bank's Statute adopted pursuant to this resolution must be recorded in the register of businesses of the National Court Register pursuant to section 430 (1) of commercial companies' code, after receiving the Financial Supervision Authority's authorisation to make such an amendment.

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.802 shares, from which the total number of 167.447.802 valid votes were cast, representing 63,80 % of shares in the share capital,

- 166.522.364 votes were cast for adoption of the resolution,
- 836.197 votes were cast against the resolution,
- 89.241 votes abstained.

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

Resolution no. 32
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
in the matter of amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

Pursuant to section 430 (1) of Commercial Companies' Code and Section 13 (8) the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1

The Bank's Statute is amended in such a way that:

- 1) § 13 item 17 of the Bank's Statute reads as follows:

"17) Appointment of an audit firm to audit financial statements,"

- 2) In § 14 para. 5 of the Statute of the Bank, the following point 11 is added:

"11) is not a member of the Supervisory Board of the Bank for more than 12 years."

- 3) In § 14 of the Bank's Statute, para. 5a. is replaced by the following:

„5a. The majority of the members of the Supervisory Board included in the Audit Committee, including its chairperson, should meet the conditions of independence within the meaning of art. 129 para. 3 of the Act of May 11, 2017 on statutory auditors, auditing companies and public supervision. Members of the Supervisory Board who are members of the Audit Committee should have knowledge and skills in the industry in which the Bank operates, which condition is deemed met if at least one member of the Audit Committee has knowledge and skills in this industry or individual members in specific areas have knowledge and skills in this industry. At least one member of the Supervisory Board who is a member of the Audit Committee should have knowledge and skills in accounting or auditing."

- 4) In § 18 of the Bank's Statute, item 21 is amended as follows:

"21) Making an assessment of the intention to terminate the contract with an auditing company authorized to audit financial statements,"

- 5) In § 18 of the Bank's Statute, item 24 is amended as follows:

"24) Approving the Bank Repair Plan or Group Repair Plan prepared on the basis of the provisions of the Banking Law Act."

- 6) In § 20 of the Bank's Statute, para. 3 is replaced by the following:

„3. The Management Board of the Bank operates based on the Regulations adopted by itself. The Regulations specify in particular matters that require collegial consideration by the Bank's Management Board. The Regulations should specify the rules for holding meetings of the Management Board, including board meetings using means of distance communication, and rules for adopting resolutions in writing or using means of distance communication."

7) In § 20 of the Bank's Statute, para. 4 is replaced by the following:

„4. Resolutions of the Bank's Management Board may be adopted if all members have been duly notified about the meeting of the Management Board. The presence of at least half of the members of the Management Board is required for the validity of a resolution adopted at a meeting of the Management Board. "

8) In § 20 of the Bank's Statute, the following paragraph 6 is added as follows:

„6. The adoption of resolutions in writing and by means of distance communication does not apply to resolutions adopted in a secret ballot. "

9) § 25 shall read as follows:

"The Bank's own funds are:

- 1) Share capital,
- 2) Supplementary capital,
- 3) Reserve capital, including the fund for conducting brokerage operations,
- 4) General risk fund for unidentified banking risk,
- 5) Revaluation reserve,
- 6) Retained result from previous years,
- 7) The net result of the current reporting period."

10) In § 26 para. 2 is replaced by the following:

„2. The Bank establishes funds according to the rules provided for in applicable law. "

11) Chapter VII of the Bank's Statute reads as follows:

„VII. INTERNAL CONTROL AND RISK MANAGEMENT "

12) In § 38 para. 1 of the Bank's Statute shall read as follows:

„1. The purpose of the Bank's internal control system is to ensure:

- 1) effectiveness and efficiency of the Bank's operations,
- 2) reliability of financial reporting,
- 3) adherence to the rules of risk management at the Bank,
- 4) compliance of the Bank's operations with the provisions of law, internal regulations and market standards. "

13) In § 38 para. 2 of the Bank's Statute, point 2 shall read as follows:

"2) an independent compliance unit tasked with identifying, assessing, controlling and monitoring the risk of non-compliance of the Bank's operations with the provisions of law, internal regulations and market standards and presenting reports in this respect;"

14) In § 38 of the Statutes of the Bank, the paragraph 5 is added in the following wording

„5. As part of the risk management system, the Bank:

- 1) applies formalized rules for determining the amount of risk taken and risk management principles,
- 2) applies formal procedures aimed at identifying, measuring or estimating and monitoring the risk occurring in the Bank's operations, also taking into account the expected level of risk in the future,
- 3) applies formalized limits to reduce the risk and rules of conduct in case of exceeding the limits.
- 4) applies the adopted system of management reporting enabling monitoring of the level of risk,
- 5) has an organizational structure adjusted to the size and profile of the risk borne by the Bank."

§ 2

Based on Article. 430 § 5 of the Code of Commercial Companies, the Supervisory Board is authorized to establish a consolidated text of the amended Statute of the Bank, including the permission of the Polish Financial Supervision Authority referred to in §3.

§3.

The resolution comes into force on the day of its adoption, however the amendment to the Bank's Statute adopted on the basis of this resolution requires an entry into the register of entrepreneurs of the National Court Register in accordance with art. 430 §1 of the Code of Commercial Companies, after obtaining permission from the Polish Financial Supervision Authority to make such an amendment.

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.803 shares, from which the total number of 167.447.803 valid votes were cast, representing 63,80 % of shares in the share capital,

- 128.932.624 votes were cast for adoption of the resolution,
- 1 votes were cast against the resolution,
- 38.515.178 votes abstained.

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

Resolution no. 33
of the Ordinary General Meeting of Shareholders
of Bank Polska Kasa Opieki Spółka Akcyjna
dated 26th of June 2019

amending Resolution 42 of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna dated 21 June 2018 on principles based on which the remuneration of the members of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna is determined

Acting pursuant to Article 378 § 2 of the Code of Commercial Companies, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§ 1

Resolution 42 of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna dated 21 June 2018 on the principles based on which the remuneration of the members of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna is determined, is amended in the following manner:

§ 2(2), previously reading as follows:

“2. The fixed remuneration of the individual Management Board members shall be within the range of 7 to 15 average monthly salaries in the production sector, excluding the profit-based bonuses paid in the fourth quarter of the preceding year, as announced by the President of the Central Statistical Office (GUS).”

shall receive the following wording:

“2. The fixed remuneration of the individual Management Board members shall be within the range of 7 to 15 base amounts referred in Art. 1(3)(11) of the Act on determining the remuneration of persons managing certain companies dated 9 June 2016”.

§ 2

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.802 shares, from which the total number of 167.447.802 valid votes were cast, representing 63,80 % of shares in the share capital,

- 155.111.381 votes were cast for adoption of the resolution,
- 166.514 votes were cast against the resolution,
- 12.169.907 votes abstained.

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

Resolution no. 34
of the Ordinary General Meeting of Shareholders
of Bank Polska Kasa Opieki Spółka Akcyjna
dated 26th of June 2019

amending Resolution 41 of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna dated 21 June 2018 on principles based on which the remuneration of the members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is determined

Acting pursuant to § 13(15) of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§ 1

Resolution 41 of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna dated 21 June 2018 on the principles based on which the remuneration of the members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is determined, is amended in the following manner:

§ 1(1), previously reading as follows:

“1. The monthly remuneration of the Bank’s Supervisory Board members shall be equal to the product of the average monthly salary in the production sector, excluding the profit-based bonuses paid in the fourth quarter of the preceding year, as announced by the President of the Central Statistical Office (GUS), and the factor of 2.75.”

shall receive the following wording:

“1. The monthly remuneration of the Bank’s Supervisory Board members shall be equal to the product of the base amount referred in Art. 1(3)(11) of the Act on determining the remuneration of persons managing certain companies dated 9 June 2016, and the factor of 2.75.

§ 2

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above-mentioned resolution the number of shares was 167.447.802 shares, from which the total number of 167.447.802 valid votes were cast, representing 63,80 % of shares in the share capital,

- 165.254.127 votes were cast for adoption of the resolution,
- 165.442 votes were cast against the resolution,
- 2.028.233 votes abstained.

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