

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

**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 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 amendment is made to the Bank's Statute in Item 18 in § 18 of the Bank's Statute, reading as specified below, is struck from the Statute:

'18) Approval of motions of the Management Board of the Bank related to outsourcing in strategic areas of business activity conducted by the Bank or in case of the commission of services having the value not lower than Euro 1,000,000,'

§ 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,

- 42.986.675 votes were cast for adoption of the resolution,
- 86.868.244 votes were cast against the resolution,
- 37.592.883 votes abstained.

The Chairman of the Meeting stated that the proposed resolution was **not adopted** with the required majority of votes.