

ANNOUNCEMENT OF THE MANAGEMENT BOARD OF BANK MILLENNIUM S.A.
OF THE CONVENING OF THE ORDINARY GENERAL MEETING
OF BANK MILLENNIUM S.A. ON 30 MARCH 2022

Pursuant to Art. 399 § 1 of the Code of Commercial Companies (the "CCC"), the Management Board of Bank Millennium S.A. (the "Bank"), with its registered office in Warsaw hereby convenes for 30 March 2022 an Ordinary General Meeting (the "General Meeting") which will take place at 09:30 a.m. at the registered office of the Bank at Stanisława Żaryna Street 2A, 02-593 Warsaw.

Agenda

1. Opening of the General Meeting.
2. Information on the voting method.
3. Election of the Chairperson of the General Meeting (Resolution No. 1).
4. Confirmation that the General Meeting has been duly convened and is capable of adopting binding resolutions.
5. Presentation of the Agenda of the General Meeting.
6. Election of the Voting Committee.
7. Consideration and approval for fiscal year 2021 of the financial report of Bank Millennium S.A., combined Management Board report on the activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group and the combined ESG report of Bank Millennium S.A. and Bank Millennium S.A. Capital Group (Resolution No. 2).
8. Consideration and approval of the financial report of Bank Millennium S.A. Capital Group for fiscal year 2021 (Resolution No. 3).
9. Consideration and approval of the report on the activity of the Supervisory Board of Bank Millennium S.A. in 2021 covering:
 - the report on the assessment of the combined Management Board report on the activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group, combined ESG report of Bank Millennium S.A. and Bank Millennium S.A. Capital Group and financial reports of Bank Millennium S.A. and Bank Millennium S.A. Capital Group for fiscal year 2021,
 - report on the assessment of the Management Board motion on the coverage of the loss for fiscal year 2021, pursuant to art. 382 § 3 of the Code of Commercial Companies,
 - information, reports and evaluations required in accordance with "Corporate Governance Principles for Supervised Institutions" of the Polish Financial Supervision Authority and "Best Practice of Companies Listed on the WSE 2021", including the summary of the 2021 activity of the Supervisory Board and its committees,and performing the assessment of the remuneration policy in Bank Millennium S.A. (Resolution No. 4).
10. Taking a resolution on the coverage of the loss for fiscal year 2021 (Resolution No. 5).
11. Discharging members of the Management Board of Bank Millennium S.A. and Members of the Supervisory Board of Bank Millennium S.A. from the performance of their duties in fiscal year 2021 (Resolutions from No. 6 to No. 26).
12. Opinion regarding the Supervisory Board report on the remuneration of Members of the Bank's Management Board and Supervisory Board (Resolution No. 27).
13. Taking a resolution on the Selection and Suitability Assessment Policy for Supervisory Board Members at Bank Millennium S.A. (Resolution No. 28).
14. Taking a resolution on the diversity policy for Management Board and Supervisory Board at Bank Millennium S.A. (Resolution No. 29).
15. Taking a resolution on the adoption for use of "Best Practice of Companies Listed on the WSE 2021" (Resolution No. 30).

16. Taking a resolution on amendments to the Articles of Association of Bank Millennium S.A. (Resolution No. 31).
17. Taking a resolution on amendments to the Bylaws of the General Meeting of the Shareholders of Bank Millennium S.A. and determination of their consolidated text (Resolution No. 32).
18. Information on the Bylaws of the Supervisory Board of Bank Millennium S.A. (Resolution No. 33).
19. Presentation of important elements of the contents of the Millennium Dom Maklerski S.A. Division Plan of 10 May 2021, Management Board Report of 10 May 2021 justifying division of the company Millennium Dom Maklerski S.A., auditor's opinion and any and all important changes with regard to assets and liabilities that occurred between the date of the Division Plan preparation and the date of adoption of resolution on division of Millennium Dom Maklerski S.A.
20. Taking a resolution in the matter of division of Millennium Dom Maklerski S.A. (Resolution No. 34).
21. Closing of the General Meeting.

Draft amendments to the Articles of Association

The Management Board hereby announces draft amendments to the Articles of Association of Bank Millennium S.A. (Resolution no. 31):

1/ in § 5 sect. 2, after item 12) item 12¹) shall be added, reading:

"12¹) credit and loan intermediation,";

2/ in § 18 sections 3-5 shall read:

"3. Most members of the Audit Committee, including its chairman, are independent of the Bank. Members of the Committee have knowledge and skills in the financial (banking) sector, while at least one member of the Committee has knowledge and skills as regards accounting or auditing financial statements.

4. The Audit Committee shall meet on an ordinary basis at least once a quarter and in an extraordinary manner, convened by the Chairman of the Supervisory Board on his initiative or at the request of a member of the Supervisory Board or the Management Board submitted to him.

5. To the extent permitted by law, the tasks of the Audit Committee include, in particular:

- 1/ presenting recommendations to the Supervisory Board regarding the selection of an audit firm, monitoring financial audit activities, in particular conducting the audit entrusted to it by the audit firm, controlling and monitoring the independence of the statutory auditor and the audit firm, including in a situation where the audit firm provides services to the Bank, other than audit of financial statements,
- 2/ preparing the policy and procedure for selection of the auditing company as well as terms of provision of non-auditing services by such company and entities related to it,
- 3/ monitoring effectiveness of internal control and risk management systems as well as the process of financial reporting,
- 4/ submitting recommendations aimed at ensuring the reliability of the financial reporting process at the Bank, as well as the effectiveness of internal control systems and risk management as well as internal audit systems,
- 5/ moving to the Supervisory Board that it requests the Management Board to assign funds or other means necessary for performance of activities by the Audit Committee,
- 6/ approving own internal regulations."

The existing wording of sections 3-5 in § 18:

"3. Most members of the Audit Committee, including its Chairman, shall be independent. The members of the Committee shall have knowledge and skills in the field of the financial sector and at least one Committee member shall have knowledge and skills in accounting or auditing of financial statements.

4. The Audit Committee shall meet ordinarily, at least once a quarter and, extraordinarily, whenever convened by the Chairman of the Supervisory Board, at his/her own initiative or at the request of any of the Supervisory Board or Management Board member, filed with the Chairman of the Supervisory Board.

5. The Audit Committee shall exercise control to the extent permitted by law, in particular:

- 1/ present to the Supervisory Board a recommendation of the audit firm to be selected, permanently monitor the activities of the Bank's chartered auditor and audit firm, and control, as well as issue evaluations as to their independence and other relations with the Bank,
- 2/ prepare a policy and procedure of selecting the audit firm and conditions of providing non-audit services by such firm and its related entities,

- 3/ monitor on a permanent basis the effectiveness of internal control and risk management systems, and systems and processes of financial reporting,
- 4/ evaluate and monitor control systems, including the reception and processing of complaints and related doubts, reported by employees or identified independently,
- 5/ request the Supervisory Board to apply to the Management Board for funds or other means of any other nature necessary for conducting of activities by the Audit Committee,
- 6/ as a result of performed activities - propose to the Supervisory Board to request the Management Board to apply such measures or amendments as the Audit Committee may deem pertinent, whereas the Audit Committee take steps to acquire independent counselling, if necessary,
- 7/ approve its own internal regulations”.

Information for shareholders

The Management Board informs that only the following persons have the right to take part in the General Meeting, pursuant to art. 406¹, art. 406² and art. 406³ of the Code of Commercial Companies:

- (i) persons who are the Bank’s shareholders (i.e. persons authorised under registered or bearer shares) sixteen days before the date of the General Meeting, i.e. on 14 March 2022 (day of registration of participation in the General Meeting, hereinafter referred-to as “Registration Day”) provided that they present to the undertaking keeping their securities account or holder of the aggregate account, on which their shares are recorded (hereinafter: “Issuer”), a demand to issue a registered certificate of right to take part in the General Meeting, in the period from the day of announcement of convening the General Meeting, i.e. 3 March 2022, until the first weekday after Registration Day, i.e. 15 March 2022 (“Demand to Issue a Certificate”),
- (ii) pledgees and usufructuaries, who have voting rights, if setting-up in their favour of a limited property right is registered on the securities account on Registration Day, and if they presented to the Issuer the Demand to Issue a Certificate, in the period specified in point (i) above.

At the same time, in the context of the above, the Management Board notes that, from 1 March 2021, due the coming into force of regulations on obligatory dematerialisation of shares of joint stock companies, the Code of Commercial Companies shall be changed so that i.a. provisions shall be revoked, which concern keeping by joint stock companies of a shares register (in which i.a. information was entered regarding persons of shareholders authorised under registered shares as well as share pledgees and usufructuaries). This means that from 1 March 2021 there is no possibility to take part in the General Meeting on the basis of an entry in the shares register, because the amendment of the law resulted in cessation of keeping the shares register (the Bank ceased to keep the shares register from end of the day of 28 February 2021).

Thus shareholders who in previous years due to an entry in the shares register did not perform any activities for the purpose of taking part in the General Meeting, from 1 March 2021 are obliged to perform the activities, mentioned in point (i) above. Moreover the Management Board notes that shareholders, who want to take part in the General Meeting and hold registered shares of the Bank, which remain registered in the register of the issue sponsor kept by Millennium Dom Maklerski S.A. should present in the period specified in point (i) above, a Demand to Issue a Certificate with respect to Millennium Dom Maklerski S.A., ul. Marszałkowska 136, 00-004 Warszawa, from 9.30 a.m. to 3.30 p.m. In order to obtain detailed information on the matter, a shareholder may contact Millennium Dom Maklerski S.A. by phone (during 9.30 a.m.-4.30 p.m.): phone No. 801 601 601 or by electronic mail: POK_Warszawa@millenniumdm.pl

Upon demand of the holder of rights under the Bank’s shares, pledgee or usufructuary in the wording of the registered certificate of right to take part in the General Meeting, part or all of the Bank’s shares, registered on the securities account, should be identified.

Based on received Demands to Issue a Certificate and issued registered certificates of right to participate in the General Meeting, the Issuer as well as Millennium Dom Maklerski SA as the keeper of the issue sponsor’s register for the Bank’s registered shares, shall furnish Krajowy Depozyt Papierów Wartościowych SA, with lists being the basis for preparation by Krajowy Depozyt Papierów Wartościowych SA of a list of persons authorised to take part in the General Meeting. The list received from Krajowy Depozyt Papierów Wartościowych SA shall be the basis for preparation by the Bank’s Management Board of a list of

shareholders authorised from shares as well as of pledgees and usufructuaries, who have voting rights, eligible for participation in the General Meeting.

The list of shareholders entitled to participate in the General Meeting will be prepared by the Management Board and displayed at the Bank's registered office (i.e. Stanisława Żaryna 2A Street, 02-593 Warsaw) from 9:00 a.m. to 4:30 p.m. during each of the three weekdays before the day of the General Meeting (i.e. between 25 to 29 March 2022).

A shareholder of the Bank may request that the list of shareholders be sent to him free of charge to the electronic delivery address referred to in Article 407 § 1¹ of the CCC or by e-mail, stating the address to which the list should be sent. A shareholder may make the aforementioned request by email to the following address: wza@bankmillennium.pl

Selected rights of shareholders concerning the General Meeting

A shareholder or shareholders representing at least one twentieth of the Bank's share capital has/have the right to:

- (i) demand that specific matters be put on the agenda of the General Meeting. Such demand should be submitted to the Management Board no later than twenty-one days before the date of the General Meeting, i.e. by 9 March 2022, and should include a draft resolution concerning the proposed item of the agenda and the grounds for the adoption thereof. The demand may be submitted by email to the following address: wza@bankmillennium.pl,
- (ii) submit to the Bank before the date of the General Meeting in writing, or by email sent to wza@bankmillennium.pl, proposed resolutions concerning matters put on the agenda of the General Meeting or matters that are to be put on the agenda.

During the General Meeting each shareholder of the Bank may submit resolution proposals concerning matters that have been put on the agenda.

Manner of participation in the General Meeting and the exercise of voting rights

A shareholder who is a natural person may participate in the General Meeting and exercise a voting right in person or by proxy. A shareholder other than a natural person may participate in the General Meeting and may exercise its voting right via a person authorized to express declarations of will on their behalf or by proxy. A power of proxy should be made out in writing or granted in electronic form. A power of proxy granted in electronic form will not require the use of a qualified electronic signature. The Bank should be notified of the granting of a power of proxy in electronic form by an e-mail sent to wza@bankmillennium.pl. For the purposes of identification of the shareholder granting a power of proxy, the notification of granting the power of proxy in electronic form should include (enclosed):

- (i) when a shareholder is a natural person, a copy of their ID card, passport or another official identity document of the shareholder; or
- (ii) when a shareholder is not a natural person, a copy of an extract from the relevant register or another document confirming the power of a natural person (or natural persons) to represent the shareholder at the General Meeting (e.g. a continuous sequence of powers of proxy).

In case of doubt as regards the authenticity of the copies of the abovementioned documents, the right shall be reserved to demand that the proxy present during the preparation of the attendance list the following documents:

- (i) when a shareholder is a natural person, a copy of the ID card, passport or another official identity document of the shareholder certified to be true by a notary or another entity entitled to certify copies to be true; or
- (ii) when a shareholder is not a natural person, an original or a copy of the extract from the relevant register or another document confirming the power of a natural person (or natural persons) to represent the shareholder at the General Meeting (e.g. continuous sequence of powers of proxy) certified to be true by a notary or another entity entitled to certify copies to be true.

For the purposes of identification of the proxy the right shall be reserved to demand that the proxy present during the preparation of the attendance list the following documents:

- (i) when a proxy is a natural person, an ID card, a passport or another official identity document of the proxy; or
- (ii) when a proxy is not a natural person, an original or a copy of the extract from the relevant register or another document confirming the power of the natural person (natural persons) to represent the proxy at the General Meeting (e.g. a continuous sequence of powers of proxy) certified to be true by a notary or another entity entitled to certify copies to be true.

The forms mentioned in Art. 402³ § 1 item 5 of the CCC which permit the exercise of voting rights by proxy are available on the Bank's website

<https://www.bankmillennium.pl/en/about-the-bank/general-shareholders-meetings>

A proxy may also be granted in form other than the aforementioned.

Please also note that in the case of the granting by a shareholder of a power of proxy with a voting instruction, the Bank will not verify whether the proxies exercise the voting rights in accordance with the instructions received from the shareholders. In view of the foregoing, please note that the voting instruction should be delivered to the proxy only.

Shareholder has the right to ask questions on the issues listed out in the General Meeting Agenda.

Questions asked by shareholders including demand for information relating to the Bank may be submitted during the General Meeting if such demand is justified by the need to assess an issue listed out in the General Meeting Agenda. The Bank Management Board may provide information in writing outside of the General Meeting if such procedure is justified by important reasons and such information shall be delivered not later than within two weeks from submission of the demand during the General Meeting. Answer shall be deemed to have been given if appropriate information is made available on the Bank's web site in a place designated for shareholder questions and answers thereto. Information shall be refused to be provided if provision of information could cause a harm to the Bank, affiliated company or subsidiary. Member of the Management Board shall have the right to refuse providing information if such provision could constitute grounds for his/her criminal, civil law or administrative liability.

The By-laws of the General Meeting do not provide for the possibility of exercising voting rights by correspondence.

The Management Board informs that the General Meeting shall be broadcast in real time via the Internet.

The real-time broadcast shall be available here: <https://www.bankmillennium.pl/o-banku/walne-zgromadzenia-akcjonariuszy>

Materials concerning the General Meeting

Full text of documentation, which is to be submitted to General Meeting, including draft resolutions or, if adoption of resolutions is not foreseen, comments of the Management Board or of the Supervisory Board regarding matters included on the General Meeting agenda or matters, which are to be included on the agenda before the General Meeting date will be available on the Bank's website: <https://www.bankmillennium.pl/en/about-the-bank/general-shareholders-meetings> The Bank's Management Board also informs that hard copy of the documentation for shareholders will not be provided.

Registration of the attendance at the General Meeting

Persons entitled to participate in the General Meeting will be asked to register and to collect voting cards directly in front of the meeting room half an hour before the commencement of the General Meeting.

Other information

Information concerning the General Meeting will be made available on the Bank's website <https://www.bankmillennium.pl/en/about-the-bank/general-shareholders-meetings>

The Management Board announces that the provisions of the CCC, the Articles of Association and the By-laws of the General Meeting will apply to matters not covered by this announcement and for this reason asks the shareholders of the Bank to acquaint themselves with the aforementioned regulations.

If you have any further queries or doubts connected with General Meeting, please do not hesitate to contact the Bank by sending email to wza@bankmillennium.pl.