

**BY-LAWS**  
**of the General Meeting of Shareholders of Bank Millennium S.A.**

§ 1

1. The General Shareholders Meeting, hereinafter referred to as “the Shareholders Meeting”, is the highest governing body of Bank Millennium S.A.
2. The General Meeting shall be convened and prepared in keeping with the procedures and principles provided for in the Commercial Companies Code and in the Bank's Articles of Association.

§ 2

1. The following have the right to take part in the General Meeting:
  - 1) shareholders (both holding rights attached to bearer shares and registered shares), and
  - 2) pledgees and usufructuaries who have voting rights, shareholders holding shares traded on a regulated market who have obtained a named certificate of the right to take part in the General Meeting issued by the appropriate entity keeping for them the securities account or a document equivalent to such certificate issued by the entity keeping the collective account on which the Bank’s shares are registered and have been entered in the register mentioned in § 3 sect. 1 hereof, in keeping with the regulations on trading in financial instruments and provisions of the Commercial Companies Code.
2. The right to participate in the Meeting, referred to in section 1 herein above, shall include, in particular, the right to vote, submit motions and oppose.
3. The General Meeting should be attended by Members of the Management Board and Supervisory Board of the Bank, as well as by the guests invited by the body convening the General Meeting.
4. The Management Board shall guarantee the participation of an expert in the banking and commercial law (Commercial Companies Code) in the General Meeting.
5. The Company shall broadcast the General Meeting in real time.
6. Participation in the General Meeting may be taken by means of electronic communication, if the convener of the meeting decides to do so ("Remote Participation").
7. Detailed rules for Remote Participation are set out in the Commercial Companies Code and the By-laws for Remote Participation in the General Meeting of Bank Millennium S.A.

convened for a specific date, adopted by the Supervisory Board of the Bank, in accordance with Article 406<sup>5</sup> of the Commercial Companies Code and contained in the announcement on convening the General Meeting ("Remote Participation By-laws").

8. In the event of discrepancies between these By-laws and the Remote Participation By-laws, the rules of Remote Participation shall be specified in the Remote Participation By-laws.

### § 3

1. Based on the register prepared by the entity keeping the deposit of securities, the list of shareholders holding rights attached to shares as well as of pledgees and usufructuaries who have voting rights and who are eligible for participation in the General Meeting, hereinafter referred to as "List of eligible persons" shall be prepared and signed by the Bank's Management Board.
2. The List of the eligible persons shall include:
  - 1) names and surnames, or business names of the shareholders eligible from shares to participate in the General Meeting as well as pledgees and usufructuaries who have voting rights,
  - 2) residence or seat,
  - 3) number of shares as well as number of votes due.
3. The List of the eligible persons shall be laid out in the Offices Bank's Management Board for three consecutive business days before the date of the General Meeting.
4. All the shareholders shall have right to review the List of the eligible persons in the Offices of the Bank's Management Board, as well as they may demand that the List of the shareholders be sent to them free of charge to the electronic mailing address, mentioned in art. 407 § 1<sup>1</sup> of the Code of Commercial Companies or by email, stating the address to which it should be sent, whereas such demand should be made in writing to the mail address of the Bank or in the electronic format, sending it to the email address: wza@bankmillennium.pl.

### § 4

1. Shareholders shall have right to participate in the General Meeting and to exercise their voting rights personally or by proxies. The power of attorney shall be done in writing, under the pain of invalidity, and shall be appended to the Minutes from the General Meeting. The power of attorney may be also granted in the electronic format on the form made available for this purpose on the Bank's Website.
2. Power of attorney to represent at the General Meeting, granted to a Member of a body of the

Bank or a body of Bank's subsidiary, or an employee of the Bank or Bank's subsidiary, as well as to the proxy referred to in § 21 section 2, may authorise to represent at only one General Meeting. Such a proxy cannot grant any further power of attorney.

3. The Bank should be notified that power of attorney in electronic format was granted, by use of means of electronic communication, through sending, to email address [wza@bankmillennium.pl](mailto:wza@bankmillennium.pl), an image (scan) of the power-of-attorney document filled out and signed by the shareholder, and prepared on the basis of the power-of-attorney form posted on the Website of the Bank. The content of the emailed image (scan) of the power-of-attorney document should stipulate the scope of the power of attorney and in case of the powers of attorney referred to in section 2 – also the date and name of the General Meeting at which the proxy shall represent the shareholder.
4. The proxy of the shareholder should demonstrate the validity of his authorisation to represent the shareholder as well as allow confirmations of his identity and identity of the shareholder by presentation of relevant documents and information.

#### § 5

The General Meeting shall be opened by the Chairman or Deputy Chairman of the Bank's Supervisory Board, who shall order the election of the Chairman of the General Meeting.

#### § 6

1. All shareholders, listed on the List of the eligible persons, shall have right to run as candidates for the position of the Chairman of the General Meeting and also to submit to the Minutes one candidate for the position of the Chairman of the General Meeting from among the persons eligible to participate in the General Meeting.
2. The submitted candidate shall be entered onto the list upon executing for the Minutes a declaration of consent to stand for election. The list of candidates shall be prepared by the person opening the General Meeting. Upon its announcement, the list shall be deemed to be closed.
3. The Chairman of the General Meeting shall be elected by separate voting for each and every candidate listed in the alphabetical order. The Chairman shall be elected in the secret ballot.
4. The person opening the General Meeting shall monitor the correctness of the voting and shall announce its outcome.
5. The candidate who obtained the highest number of valid votes cast shall become the Chairman of the General Meeting.

§ 7

1. The list of attendance shall be prepared on the basis of the List of the eligible persons by persons duly appointed for this purpose by the Bank's Management Board.
2. Immediately upon his election, the Chairman of the General Meeting shall sign the list of attendance containing the names of the shareholders authorised from shares as well as pledgees and usufructuaries holding voting rights, participating in the General Meeting, with specification of the number of shares each of them holds and the number of votes allocated to them.
3. When preparing the list of attendance care shall be taken to:
  - 1) verify the eligibility of the shareholder, pledgee or usufructuary for participation in the General Meeting,
  - 2) check identity of the eligible person or his/her proxy on the basis of a personal identity card or other credible document, however, in the case of Remote Participation – the verification shall take place taking into account the requirements of the Remote Participation By-laws,
  - 3) verify correctness of the power of attorney, thereafter to be appended to the Minutes from the General Meeting,
  - 4) see that shareholders or their proxies sign the list of attendance, and in case of Remote Participation perform the activities specified in the By-laws of Remote Participation,
  - 5) issue to the shareholders or their proxies appropriate magnetic voting cards or other voting documents, and in case of Remote Participation - perform the actions specified in the Remote Participation By-laws.
4. Protests regarding eligibility to participate in the General Meeting shall be addressed to the Chairman of the General Meeting.
5. The list of attendance shall be laid out throughout the duration of the General Meeting until it is concluded. Persons who prepare the list of attendance shall include on it, on an on-going basis, any changes in the composition of the General Meeting, simultaneously indicating the time when such changes occurred, with consideration of procedures defined for Remote Participation, stemming from the Remote Participation By-laws.

§ 8

1. The Chairman of the General Meeting shall conduct the debates in conformity to the agreed agenda of the Meeting, legal regulations and present By-laws.
2. The tasks of the Chairman of the General Meeting shall include in particular:

- 1) taking care of the efficient and correct course of the debates and voting,
- 2) giving the floor,
- 3) safeguarding the matter of fact course of the debates,
- 4) issuing appropriate formal orders in the debate room,
- 5) ordering breaks in the debates,
- 6) ordering voting and safeguarding its correct course as well as signing all the documents with voting results,
- 7) making sure that all the items of the agenda are covered,
- 8) resolving doubts concerning the By-laws.

#### § 9

1. Upon signing the list of attendance the Chairman of the General Meeting shall confirm the correctness of the convocation of the General Meeting and its capacity to adopt resolutions, shall announce the agenda and shall order the election of the Voting Committee, the latter in case such a need exists.
2. If necessary, the Chairman of the General Meeting may appoint, for assistance, a person to perform the function of the Secretary of the Meeting.

#### § 10

1. If need be, the Voting Committee composed of 3 to 5 Members shall be elected by the General Meeting with a simple majority of votes cast in the open voting.
2. Each shareholder shall have right to submit one candidate to the Minutes. The votes shall be cast separately for each and every candidate, listed in the alphabetical order. The candidates should declare their consent for the candidacy. Candidates who subsequently obtained the highest number of votes shall be deemed to be elected.
3. The Voting Committee shall elect from among its number the chairman and the secretary.
4. The task of the Voting Committee shall be to monitor the correctness of the voting, supervise the computerized voting, verify and determine the voting results and to communicate the results of the voting to the Chairman of the General Meeting as well as to perform other activities connected with the voting.
5. If irregularities are found in the voting, the Voting Committee shall immediately notify such irregularities to the Chairman of the General Meeting and shall also make recommendations regarding the further proceedings.
6. Documents containing voting results shall be signed by all Members of the Voting Committee

and by the Chairman of the General Meeting.

7. The activities taken by the Voting Committee shall be included in the Minutes, which upon their signing by the Chairman and by the Secretary, shall be delivered to the Chairman of the General Meeting.

#### § 11

1. A resolution not to consider an issue placed on the agenda may be adopted only if supported by material reasons. A motion in this respect shall be justified in detail. Taking off the agenda or decision not to consider an item placed on the agenda upon the motion of shareholders requires a resolution to be taken by the General Meeting, with the prior consent of all the present shareholders who have submitted such motion adopted by majority  $\frac{3}{4}$  of the votes at the General Meeting.
2. Resolutions shall not be taken in matters which are not included on the agenda, unless the entire share capital is represented at the General Meeting and none of the eligible shareholders present objects the adoption of the resolution.
3. Motions for convening the Extraordinary General Meeting and motions regarding items of order may be adopted even if they were not included on the agenda.

#### § 12

If the agenda of the General Meeting encompasses motion concerning the appointment of auditor for specific issues, a candidate for the function cannot be the entity performing presently or during the period covered by the audit, the function of the auditor in the Bank or its subsidiaries.

#### § 13

1. Following the presentation of each subject matter of the agenda the Chairman of the General Meeting shall open the discussion, giving the floor as requests are made. With the consent of the General Meeting, the discussion may be conducted jointly on a number of items of the agenda.
2. The Chairman of the General Meeting may give floor to Members of the Management Board and Members of the Bank's Supervisory Board out of the accepted order.
3. The Chairman of the General Meeting may order that requests to speak be submitted in writing, giving the name and surname of the speaker.
4. In case of a large number of speakers in the discussion on a specific item of the agenda, the Chairman of the General Meeting may limit the number of speakers. In such a case, the

shareholder who was not given the floor, shall have right to make his contribution to the discussion in the form of written statement, giving his name and surname, to be included in the Minutes.

#### § 14

1. Floor may be taken only in the matters covered by the agenda and currently considered.
2. When considering each item of the agenda every shareholder shall have right to one 5-minute statement and a 3-minute response.
3. The Chairman of the General Meeting has the right to rebuke the speaker who is diverging from the subject matter of the discussion or is exceeding the time limits referred to in Sec. 2 herein above. The speakers who fail to comply may be deprived of the right to speak.
4. Every intervention in the discussion on the specific draft resolution shall be concluded with a clear statement whether the speaker is in favour of or against the draft resolution under consideration.

#### § 15

1. All shareholders shall have right to ask questions on all matters covered by the agenda.
2. Within their individual powers, the Members of the Bank's governing bodies shall provide exhausting answers and clarifications to all the questions, in consideration of the fact that public companies fulfil their disclosure requirements in conformity to the regulations governing organised trading in financial instruments and certain information cannot be provided in a manner other than that stipulated in effective laws, in particular the Act on public offering and conditions of introducing financial instruments to the organized trading system and on public companies, and the Commercial Companies Code.
3. The Management Board and Members of other governing bodies of the Bank may refuse to provide answer if:
  - 1) provision of information could be harmful to the Bank, linked company or a subsidiary, especially due to disclosure of technical, commercial or organizational secrets,
  - 2) provision of information by Member of the Management Board could constitute grounds for his/her criminal, civil or administrative liability.

#### § 16

All shareholders shall have right to protest decisions made by the Chairman of the General Meeting. The General Meeting shall decide with a simple majority of votes cast in the open vote

on approving or revoking decisions made by the Chairman.

#### § 17

1. All shareholders shall have right to propose modifications and supplement draft resolutions covered by the agenda of the General Meeting until the discussion is closed on the specific item of the agenda pertaining to resolution under consideration.
2. The proposals, referred to in Sec. 1, with brief justification shall be submitted in writing to the Chairman of the General Meeting, separately for each draft resolution, with the name and surname (firm) of the shareholder.

#### § 18

The Chairman of the General Meeting is authorized to give floor to experts.

#### § 19

1. In matters pertaining to points of order the Chairman gives floor outside the established sequence. All shareholders may submit motions regarding points of order.
2. Motions regarding points of order shall include motions which pertain to the way of discussion and voting, and in particular:
  - 1) limitation, adjourning or closing the discussion,
  - 2) closing the list of speakers,
  - 3) limiting the speech time,
  - 4) way in which the discussion is conducted,
  - 5) ordering the breaks in the debates,
  - 6) order in which the motions are adopted.
3. Discussion on motions regarding points of order shall be started immediately after such motion is proposed.
4. In a discussion on motions regarding points of order the floor may be taken by only two speakers - one in favour of and one against the submitted motion, unless the General Meeting decides otherwise.
5. The Chairman of the General Meeting shall order the vote immediately after the discussion on motions regarding points of order.



## § 20

1. Subject to cases provided for in the Commercial Companies Code, the General Meeting shall be valid irrespective of the number of the represented shares.
2. Subject to cases specified in the Commercial Companies Code and in the Bank's Articles of Association, the validity of the resolutions shall require a simple majority of votes cast.
3. Subject to provisions of §29 of the Bank's Articles of Association each Bank share shall give right to one vote.

## § 21

1. Shareholders may not vote either personally or by their proxies on resolutions concerning:
  - 1) their liability towards the Bank on any account, including discharging from the performance of their duties,
  - 2) awarding their remuneration,
  - 3) agreements and disputes between them and the Bank,
  - 4) releasing them from their liabilities towards the Bank.
2. As a proxy, shareholder may vote on a resolution concerning:
  - 1) his/her liability towards the Bank under any title, including discharging from performance of his/her duties,
  - 2) agreements and disputes between him/her and the Bank,
  - 3) his/her release from an obligation towards the Bank.

## § 22

1. Subject to Sec. 2 the voting shall be open.
2. Secret ballot shall be ordered on the occasion of:
  - 1) the elections and motions regarding the elimination of the Members of the Bank's authorities or liquidators,
  - 2) motions to hold Members of the Bank's authorities or liquidators liable,
  - 3) personal matters,
  - 4) upon request of at least one of the shareholders present.

## § 23

1. Upon closing the discussion on each item of the agenda and prior to the voting, the Chairman shall announce the submitted motions and shall determine the sequence of voting. The motions shall be voted on in the sequence of their submission.

2. Voting shall be made with use of a computer system for casting and calculating votes assuring casting of votes in the number corresponding to the number of shares held, as well as eliminating - in case of secret ballot - the possibility of identifying the method of casting votes by particular shareholders, or in another way adopted by the body convening the General Meeting. If the announcement on convening the General Meeting provides for the possibility of Remote Participation, those entitled to Remote Participation shall vote, on the terms set out in the By-laws of Remote Participation.

§ 24

1. Before beginning the elections to the Bank's Supervisory Board the General Meeting, upon the request of the Chairman of the General Meeting, subject to the provisions of the Commercial Companies Code, shall at all times determine the number of the Members of the Supervisory Board.
2. Eligible shareholders may orally propose candidates for members of the Supervisory Board, for recording in the Minutes, together with a detailed justification, while outside the General Meeting - in writing c/o the Management Board. In a candidate proposal the shareholder shall demonstrate the competencies of the candidate for a member of the Supervisory Board enabling the proper performance of duties and shall provide his/her CV and information enabling the assessment of the candidate, in particular declarations and documents mentioned in art. 22aa of the Act of 29 August 1997 - Banking Law ("Banking Law"), including the candidate's declarations regarding the consent for standing for election as member of the Supervisory Board, satisfying the requirements stipulated in Banking Law provided for members of a bank supervisory board, as well as satisfying (failing to satisfy) the criteria of independence in the meaning of the provisions of the Act of 11.05.2017 on statutory auditors, audit firms and public oversight, and principles of corporate governance defined by Warsaw Stock Exchange, as well as indicating:
  - 1) knowledge (possessed in result of completed education, underwent training, obtained professional titles or scientific degrees as well as acquired otherwise in the course of the professional career),
  - 2) experience (acquired in the course of performance of specific functions or occupying specific positions),
  - 3) skills essential to perform the entrusted function,
  - 4) knowledge of the Polish financial market to a degree essential to perform supervisory functions.

- 2<sup>1</sup>. Templates of declarations of a candidate for member of the Supervisory Board as well as other documents required for assessment of fulfilment by the candidate of requirements stemming from art. 22aa of Banking Law are published on the Bank's website.
3. The proposed candidate shall be entered on the list upon a statement to the Minutes, made verbally or in writing, about consent to stand for election.
4. The list of candidates proposed to the Bank's Supervisory Board shall be drawn by the Chairman of the General Meeting in the alphabetical order. Upon its announcement the list shall be deemed to be closed.

#### § 25

1. The elections to the Bank's Supervisory Board shall be performed through secret ballot and votes shall be cast for each candidate separately, in the alphabetical order.
2. The candidates, who subsequently obtained the highest number of votes within the number of Members of the Bank's Supervisory Board established in keeping with the provisions of § 24 Sec. 1, shall be deemed to be the elected Members of the Bank's Supervisory Board.
3. In case the candidates qualified to become Members of the Bank's Supervisory Board, obtain equal number of votes, the Chairman shall order supplementary vote. The persons who receive the highest number of votes shall be deemed to have been elected.
4. In the cases stipulated in the Commercial Companies Code the Supervisory Board is elected by the General Meeting through voting in separate groups, in keeping with the principles defined in the Code.

#### § 26

Upon exhausting the agenda of the meeting the Chairman of the General Meeting shall announce the General Meeting to be closed.

#### § 27

1. Resolutions of the General Meeting shall be included in the Minutes by the notary public, under the pain of invalidity.
2. The Minutes shall be taken in compliance with the proper provisions of the Commercial Companies Code.
3. The Management Board of the Bank shall submit the duplicate of the Minutes to the book of Minutes.
4. The shareholders shall have right to review the book of Minutes as well as to request that

duplicates of resolutions certified by the Management Board be issued.

5. Detailed Minutes from the debates shall be prepared by the Secretary of the Meeting, provided he is nominated by the Chairman of the General Meeting.

§ 28

Resolutions adopted by the General Meeting may be challenged before the Court in keeping with the procedures and on terms and conditions specified in Art. 422-425 of the Commercial Companies Code.

§ 29

Provisions of the Commercial Companies Code and the Bank's Articles of Association shall apply to matters, which are not regulated hereby.