

## **Information on amendments to the Regulations of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna**

Pursuant to Recommendation 9 of the Recommendation Z published by the Polish Financial Supervision Authority on the principles of internal governance in banks, *due to the responsibility of the general meeting of shareholders (meeting of representatives) for the supervision over the performance of tasks by the supervisory board, if the regulations of the supervisory board are not adopted by the general meeting of shareholders (meeting of representatives), yet by the supervisory board, the general meeting of shareholders (meeting of representatives), according to the solution adopted in the bank, is informed about the adopted regulations or approves them.*

Bank Polska Kasa Opieki Spółka Akcyjna ("Bank"), has adopted a solution by which the Regulations of the Bank's Supervisory Board are adopted by the Bank's Supervisory Board – pursuant to § 14 paragraph 8 of the Bank's Statute, *the Supervisory Board acts on the basis of the Regulations adopted by the Supervisory Board itself.*

In 2021, the Regulations of the Bank's Supervisory Board were amended (introduced by Resolution No. 108/21 of the Bank's Supervisory Board of 8 July 2021 on the amendment to the Regulations of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna and the adoption of a uniform text thereof). These amendments included:

- 1) amendment to § 7 paragraph 7 of the Regulations of the Bank's Supervisory Board by removing the requirement to adopt resolutions in a secret ballot on the election, dismissal or suspension of the Chairperson, Vice-Chairperson and the Secretary of the Bank's Supervisory Board,
- 2) repeal in § 11 paragraph 7 of the Regulations of the Bank's Supervisory Board, according to which the current wording of the resolution on appointing and dismissing the President of the Bank's Management Board and, on his/her request, members of the Bank's Management Board, as well as on suspending these persons from their duties, are adopted by way of secret ballot,
- 3) organisational change in § 11 paragraph 8 of the Regulations of the Bank's Supervisory Board.

The above amendments were aimed at adapting the Regulations of the Bank's Supervisory Board to the amendments to the Bank's Statute, consisting in removing from its provisions the requirement to adopt resolutions by a way of a secret ballot on the appointment and dismissal of the President of the Bank's Management Board, Vice-Presidents of the Management Board and Members of the Bank's Management Board, as well as to amend the Commercial Companies Code consisting in the repeal of Article 388 § 4 of the Commercial Companies Code, which excludes the possibility for the supervisory board of a joint stock company to adopt resolutions in writing, using means of direct remote communication or voting by a member of the supervisory board of a joint stock company in writing through another member of the supervisory board, on matters concerning the election of the chairperson and vice-chairperson of the supervisory board, appointment of a member of the management board and the dismissal and suspension of these persons.

Please find attached Resolution No. 108/21 of the Bank's Supervisory Board of 8 July 2021 on the amendment to the Regulations of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna and the adoption of a uniform text thereof, as well as the uniform text of the Regulations of the Bank's Supervisory Board.