

**ANNOUNCEMENT OF THE MANAGEMENT BOARD OF BANK MILLENNIUM S.A.
ON CONVENING THE ANNUAL GENERAL MEETING
BANK MILLENNIUM S.A. AS AT 30 MARCH 2023**

The Management Board of Bank Millennium S.A. with its registered office in Warsaw ("Bank"), pursuant to Article 399 § 1 of the Code of Commercial Companies ("**CCC**"), convenes for 30 March 2023 the Ordinary General Meeting ("**General Meeting**"), which will be held at 9:30 a.m. at the Bank's registered office at Stanisława Żaryna 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 of the correctness of convening the General Meeting and its ability to adopt binding resolutions.
5. Presentation of the Agenda of the General Meeting.
6. Election of the Voting Committee.
7. Consideration and approval for the financial year 2022: the financial report of Bank Millennium S.A. and the combined report of the Management Board on the activity of Bank Millennium S.A. and the Bank Millennium S.A. Capital Group and the combined ESG report of Bank Millennium S.A. and the 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 financial year 2022 (resolution no. 3).
9. Consideration and approval of the report of the Supervisory Board of Bank Millennium S.A. for financial year 2022, as specified in art. 382 § 3 item 3) of the Code of Commercial Companies, covering:
 - the results of 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 the financial report of Bank Millennium S.A. and Bank Millennium S.A. Capital Group for financial year 2022,
 - the result of the assessment of the Management Board's motion on the coverage of loss for financial year 2022, pursuant to art. 382 § 3 item 2) 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 (Warsaw Stock Exchange) 2021" and "Recommendation Z" from the Polish Financial Supervision Authority including the summary of the 2022 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 financial year 2022 (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 financial year 2022 (resolutions No. 6 to No. 24).
12. Opinion regarding the Supervisory Board report on the remuneration of Members of the Bank's Management Board and Supervisory Board' (resolution no. 25).
13. Taking a resolution on the Policy on the Selection and Assessment of the Suitability of Members of the Supervisory Board of Bank Millennium S.A (resolution no. 26).
14. Taking a resolution on amendments to the Articles of Association of Bank Millennium S.A. (resolution no. 27).
15. Closing of the General Meeting.

Proposed amendments to the Articles of Association

The Management Board announces the proposed amendments to the Articles of Association of Bank Millennium S.A. (resolution no. 27):

1/ in § 15, the following paragraphs 4 and 5 shall be added:

"4. During the meeting, the Supervisory Board may also adopt resolutions on matters not included in the proposed agenda, if none of the members of the Supervisory Board participating in the meeting objects to it.

5. The Supervisory Board may also hold meetings without being formally convened, if all members agree to it and do not object to the inclusion of individual matters on the agenda."

2/ Paragraph 16 is amended to read as follows:

"The Supervisory Board shall meet on the as-needed basis, convened at the invitation of the Chairman of the Supervisory Board, or at the request of a member of the Supervisory Board or the Management Board of the Bank, submitted to the Chairman of the Supervisory Board and specifying the proposed agenda. However, those meetings shall be held at least once in each quarter of the financial year. The Chairman of the Supervisory Board chairs its meetings and organizes its work. In the absence of the Chairman, the activities indicated in this paragraph shall be performed by the Deputy Chairman of the Supervisory Board or the Secretary of the Supervisory Board."

The existing wording of paragraph 16:

"The Supervisory Board shall meet on the as-needed basis, convened by the Chairman of the Supervisory Board, or at the motion of a member of the Supervisory Board or the Management Board of the Bank, submitted to the Chairman of the Supervisory Board. The meetings shall be held at least once a quarter."

3/ in § 17:

a/ sec. 2 item 8 is replaced by the following:

"8/ appointing an advisor to the supervisory board within the meaning of the Code of Commercial Companies, as well as requesting the Management Board to appoint a selected third party to carry out specific analyses or to get opinion on specific matters, if this is essential for exercising proper and effective supervision."

The existing wording of § 17 sec. 2 item 8:

"8/ requesting the Management Board to appoint a selected third party to carry out specific analyses or to get opinion on specific matters, if this is essential for exercising proper and effective supervision."

b/ sec. 3 is replaced by the following:

"3. The Supervisory Board shall consider all motions and matters requiring resolutions of the General Shareholders' Meeting. In particular, the Supervisory Board shall evaluate statements referred to in art. 395 § 2 item 1 of the Code of Commercial Companies with respect to their consistency with ledgers, documents and with the actual status, as well as motions of the Management Board regarding the distribution of profits or coverage of losses, and it shall submit an annual written statement of the Supervisory Board to the General Shareholders' Meeting, referred to in art. 382 § 3 item 3 of the Code of Commercial Companies."

The existing wording of § 17 sec. 3:

"3. The Supervisory Board shall consider all motions and matters requiring resolutions of the General Shareholders' Meeting. In particular, the Supervisory Board shall evaluate statements referred to in Art. 395 § 2 item 1 of the Code of Commercial Companies with respect to their consistency with ledgers and

documents and with the actual status, as well as motions of the Management Board regarding the distribution of profits or coverage of losses, and it shall submit an annual written statement on the outcome of such evaluation to the General Shareholders' Meeting."

4/ in § 18 sec. 1 is replaced by the following:

"1. The Supervisory Board may set up permanent or ad hoc committees composed of members of the Supervisory Board for the performance of specific supervisory activities. Setting up of specialized or monitoring committees, in particular regarding corporate governance and sustainable development, may also be recommended by the Supervisory Board to the Management Board. The Supervisory Board may also delegate its members to independently perform specific supervisory activities."

The existing wording of § 18 sec. 1:

"1. The Supervisory Board may set up permanent or *ad hoc* committees for conducting specified tasks. Setting up of specialized or monitoring committees, in particular regarding corporate governance and sustainable development, may also be recommended by the Supervisory Board to the Management Board."

5/ in § 33 section 1 shall read:

"1. Shares may be redeemed by way of reducing the share capital. Redemption of shares requires the consent of the Polish Financial Supervision Authority."

The existing wording of § 33 sec. 1:

"1. Shares may be redeemed by way of reducing the share capital."

6/ in § 36, the following section 5 shall be added:

"5. The acquisition of own shares requires the consent of the Polish Financial Supervision Authority."

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 2023 (day of registration of participation in the General Meeting, hereinafter: **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 2023, until the first weekday after Registration Day, i.e. 15 March 2023 (hereinafter: **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 dematerialization 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 the 1st of 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 did not perform any activities in order to participate in the General Meeting due to an entry in the share register, from 1 March 2021 are obliged to perform the activities referred to in point (i) above.

The Management Board also points out that shareholders wishing to participate in the General Meeting and holding registered shares of the Bank, which remain registered in the register of the sponsor of the issue kept by the Brokerage Office of Bank Millennium S.A., should submit, within the period indicated in point (i) above, a Request to issue a Certificate to the Brokerage Office of Bank Millennium S.A., Marszałkowska 136, 00-004 Warsaw, from 9:30 a.m. to 3:30 p.m. In order to obtain detailed information on this matter, the shareholder may contact the Brokerage House of Bank Millennium S.A. by phone (between 9:30 a.m. and 4:30 p.m.) at 801 601 601 or by e-mail: bm.pok_warszawa@bankmillennium.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 shall furnish Krajowy Depozyt Papierów Wartościowych S.A., with lists being the basis for preparation by Krajowy Depozyt Papierów Wartościowych S.A. of a list of persons authorised to take part in the General Meeting.

The list received from Krajowy Depozyt Papierów Wartościowych S.A. 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 27 to 29 March 2023).

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 are entitled 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 2023; it 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 exercise of voting rights

A shareholder who is a natural person may participate in the General Meeting and exercise the voting right in person or by proxy. A shareholder other than a natural person may participate in the General Meeting and exercise the right to vote through a person authorized to make declarations of will on his behalf or through a proxy. The power of attorney should be made in writing or granted in electronic form. A power of attorney granted in electronic form does not require a qualified electronic signature. The Bank should be notified of the granting of a power of attorney in electronic form via e-mail to the address wza@bankmillennium.pl

In order to identify the shareholder granting the power of attorney, the notification on granting the power of attorney in electronic form should contain (as an attachment):

(i) in the case of a shareholder who is a natural person, a copy of the shareholder's identity card, passport or other official identity document; or

(ii) in the case of a shareholder other than a natural person – a copy of an excerpt from the relevant register or another document confirming the authorization of the natural person(s) to represent the shareholder at the General Meeting (e.g. an uninterrupted sequence of powers of attorney).

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) in the case of a shareholder who is a natural person, a copy, certified as a true copy by a notary public or other entity authorized to certify as a true copy, identity card, passport or other official identity document of the shareholder; or

(ii) in the case of a shareholder other than a natural person – the original or a copy certified as a true copy by a notary public or other entity authorized to certify as a true copy, an excerpt from the relevant register or another document confirming the authorization of the natural person(s) to represent the shareholder at the General Meeting (e.g. an uninterrupted series of powers of attorney).

In order to identify the representative, the right to request the representative to present, when drawing up the attendance list:

(i) in the case of a representative who is a natural person, the identity card, passport or other official identity document of the representative; or

(ii) in the case of a representative other than a natural person, the original or a copy certified as a true copy by a notary public or other body entitled to certify as a true copy, an extract from the relevant register or another supporting document authorization of a natural person(s) to represent a shareholder at the General Meeting (e.g. an uninterrupted sequence of powers of attorney).

The forms referred to in Article 402³ § 1 item 5 of the CCC, allowing for the exercise of voting rights by a proxy, are made available on the **website of the <https://www.bankmillennium.pl/o-banku/walnego-zgromadzenia-akcjonariuszy>**. The Bank does not impose an obligation to grant a power of attorney on the above form.

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.

A shareholder has the right to ask questions concerning matters placed on the agenda of the General Meeting. A shareholder's question including a request for information concerning the Bank may be presented during the General Meeting if such a request is justified for the assessment of the matter included in the agenda. The Management Board of the Bank may provide information in writing outside the General Meeting if there are important reasons for doing so, and the information shall be provided no later than within two weeks from the date of submitting the request during the General Meeting.

The answer shall be deemed to have been given if the relevant information is available on the Bank's website 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.

It is not possible to: (i) participate in the General Meeting using electronic means of communication, (ii) speak during the General Meeting using means of electronic communication, (iii) exercise voting rights using electronic means of communication.

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

Pursuant to Article 395 § 4 of the CCC, documents corresponding to the contents of Management Board's report on the Bank's activity, financial report, Supervisory Board report or audit report are issued to a shareholder at the shareholder's request, which may be submitted from the date of convening the Ordinary General Meeting, i.e. from 3 March 2023. The documents shall be made available immediately, no later than within two weekdays from the date of the request. At the shareholder's request, the documents shall be made available in electronic form, including by means of electronic communication.

Subject to the provisions to Article 395 § 4 of the CCC, 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 only in electronic form on the Bank's website: <https://www.bankmillennium.pl/en/about-the-bank/general-shareholders-meetings>

Registration of attendance at the General Meeting

Persons entitled to participate in the General Meeting who intend to attend in the meeting room are asked to register and get tablet half an hour before the beginning of the General Meeting.

Other information

Information on the General Meeting will be made available on the website of Bank <https://www.bankmillennium.pl/o-banku/walne-zgromadzenia-akcjonariuszy>.

Information related to the processing of personal data by the Bank is available on the <https://www.bankmillennium.pl/ochrona-danych> website.

The Management Board informs that in matters not covered by this announcement, the provisions of the CCC, the Articles of Association and the Regulations of the General Meeting shall apply, and therefore asks the Bank's shareholders to familiarize themselves with the above 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.