

**Draft resolutions of the Ordinary General Meeting of Shareholders  
of Bank Polska Kasa Opieki Spółka Akcyjna convened on 6 June 2023**

The Management Board of Bank Polska Kasa Opieki Spółka Akcyjna ("Bank") shall present draft resolutions to be discussed at the Ordinary General Meeting of Shareholders of the Bank, together with draft documents relevant to the adopted resolutions that have not been previously disclosed to the public.

**Re. point 2 of the agenda:**

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on the election of the Chairperson of the Ordinary General Meeting of Shareholders  
of Bank Polska Kasa Opieki Spółka Akcyjna

§ 1.

Acting pursuant to Article 409 § 1 of the Commercial Companies Code and § 6 paragraph 1 of the Regulations of the General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting elects ..... as the Chairperson of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the election of the Chairperson of the Ordinary General Meeting of the Bank**

The election of the Chairperson shall take place during the General Meeting, in accordance with Article 409 § 1 of the Commercial Companies Code and § 6 paragraph 1 of the Regulations of the General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna.

**Re. point 4 of the agenda:**

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on the adoption of the agenda of the Ordinary General Meeting of Shareholders  
of Bank Polska Kasa Opieki Spółka Akcyjna

§ 1.

The Ordinary General Meeting adopts the agenda in the wording established by the Management Board of the Bank in the Notice of convening of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna, pursuant to Article 402<sup>1</sup> of the Commercial Companies Code.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification of the resolution of the Ordinary General Meeting of the Bank on adopting the agenda of the Ordinary General Meeting of the Bank.**

Discussions during the General Meeting of Shareholders will be based on the above agenda. Pursuant to Article 404 § 1 of the Commercial Companies Code, no resolution may be adopted in matters not included in the agenda, unless the entire share capital is represented at the General Meeting of Shareholders, and no one present has objected to adopting the resolution. Pursuant to § 9 paragraph 1 of the Regulations of the General Meetings of the Bank, the Chairperson, upon confirmation of the General Meeting's capacity to adopt resolutions, gets the participants of the General Meeting acquainted with the agenda.

**Re. point 10 sub-point 1) of the agenda:**

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
regarding approval of the "Report on the activities of the Bank Pekao S.A. Capital Group for  
2022 (prepared together with the Report on the activities of Bank Pekao S.A.)"

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 1 of the Commercial Companies Code and § 13 point 1 and § 13 point 5 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

The "Report on the activities of the Bank Pekao S.A. Capital Group for 2022 (prepared together with the Report on the activities of Bank Pekao S.A.)" is hereby approved.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna regarding approval of the "Report on the activities of the Bank Pekao S.A. Capital Group for 2022 (prepared together with the Report on the activities of Bank Pekao S.A.)".**

Pursuant to Article 395 § 2 point 1 and § 5 of the Commercial Companies Code, the subject of the Ordinary General Meeting of Shareholders should be the consideration and approval of the Bank's Management Board report on the Bank's activities and the Bank's Management Board report on the activities of the Bank's capital group. The need to approve these documents by the General Meeting of Shareholders also results from the Accounting Act of 29 September 1994. The data contained in the Management Board's report on the Bank's activities and on the activities of the Bank's capital group were analysed by the statutory auditor and assessed the Supervisory Board of the Bank.

**Re. point 10 sub-point 2) of the agenda:**

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
approval of the "Standalone Financial Statements of Bank Pekao S.A. for the year ended 31  
December 2022"

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 1 of the Commercial Companies Code and § 13 point 1 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

The "Standalone Financial Statements of Bank Pekao S.A. for the year ended 31 December 2022, comprising":

- a) the statement of financial standing prepared as at 31 December 2022, showing total assets, liabilities and equity in the amount of PLN 271,704,511,145.86 (in words: two hundred seventy-one billion seven hundred four million five hundred eleven thousand one hundred forty-five zlotys 86/100),
- b) the statement of total income for the financial year ended 31 December 2022, showing total income in the amount of PLN 218,336,477.17 (in words: two hundred eighteen million three hundred thirty-six thousand four hundred and seventy-seven zlotys 17/100),
- c) the profit and loss account for the financial year ended 31 December 2022, showing a net profit in the amount of PLN 1,898,320,125.62 (in words: one billion eight hundred ninety-eight million three hundred twenty thousand one hundred and twenty-five zlotys 62/100),
- d) the statement of changes in equity for the financial year ended 31 December 2022, showing a decrease in equity in the amount of PLN 910,284,000 (in words: nine hundred and ten million two hundred and eighty-four thousand zlotys),
- e) the cash flow statement for the financial year ended 31 December 2022, showing an increase in net cash by the amount of PLN 9,937,879,000 (in words: nine billion nine hundred and thirty-seven million eight hundred and seventy-nine thousand zlotys),
- f) explanatory notes, comprising a description of significant accounting policies and other information.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Re. point 10 sub-point 3) of the agenda:**

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on the approval of the "Consolidated Financial Statements of the Bank Pekao S.A. Capital  
Group for the year ended 31 December 2022"

Acting pursuant to Article 395 § 5 of the Commercial Companies Code and § 13 point 5 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

The "Consolidated Financial Statements of the Bank Pekao S.A. Capital Group for the year ended 31 December 2022" are hereby approved and comprise the following:

- a) the consolidated statement of financial standing prepared as at 31 December 2022, showing total assets, liabilities and equity in the amount of PLN 281,139,032,187.78 (in words: two hundred eighty-one billion one hundred thirty-nine million thirty-two thousand one hundred eighty-seven zlotys 78/100),
- b) the consolidated statement of total income for the financial year ended 31 December 2022, showing total income in the amount of PLN 42,326,568.83 (in words: forty-two million three hundred and twenty-six thousand five hundred and sixty-eight zlotys 83/100),
- c) the consolidated profit and loss account for the financial year ended 31 December 2022, showing a net profit in the amount of PLN 1,719,490,872.00 (in words: one billion seven hundred nineteen million four hundred ninety thousand eight hundred and seventy-two zlotys 00/100),
- d) the consolidated statement of changes in equity for the financial year ended 31 December 2022, showing a decrease in equity in the amount of PLN 1,088,274,000 (in words: one billion eighty-eight million two hundred and seventy-four thousand zlotys),
- e) the consolidated cash flow statement for the financial year ended 31 December 2022, showing an increase in net cash by the amount of PLN 9,957,760,000 (in words: nine billion nine hundred and fifty-seven million seven hundred and sixty thousand zlotys),
- f) explanatory notes, comprising a description of significant accounting policies and other information.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Re. point 10 sub-point 4) of the agenda:**

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on the distribution of profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2022

Acting pursuant to Article 395 § 2 point 2 of the Commercial Companies Code and § 13 point 2 and § 33 point 1 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

The profit of Bank Polska Kasa Opieki Spółka Akcyjna for 2022 in the amount of PLN 1,898,320,125.62 (in words: one billion eight hundred ninety-eight million three hundred twenty thousand one hundred and twenty-five zlotys 62/100) is distributed as follows:

- 1) the amount of PLN 940,304,501.52 (in words: nine hundred and forty million three hundred and four thousand five hundred and one zlotys 52/100) is allocated to reserve capital,
- 2) the amount of PLN 958,015,624.10 (in words: nine hundred fifty-eight million fifteen thousand six hundred and twenty-four zlotys 10/100) is allocated for dividend.

§ 2.

The amount of the dividend per share is PLN 3.65 (say: three zlotys and 65/100).

§ 3.

The dividend date is 4 July 2023.

§ 4.

The dividend payment date is 18 July 2023.

§ 5.

The Resolution enters into force as of the date of its adoption.

**Justification of the resolution of the Ordinary General Meeting of Shareholders of the Bank on the distribution of the Bank's profit for 2022**

When presenting the proposal on the distribution of the Bank's profit for 2022, the Management Board of the Bank took into account:

- 1) planned growth targets (strategic goals) of the Bank and the Capital Group of the Bank,
- 2) the macroeconomic situation and situation on financial markets in Poland and globally,
- 3) the current level of capital adequacy ratios of the Bank at individual and consolidated level (both Tier 1 and Tier 2),
- 4) the combined buffer requirements at individual and consolidated level,
- 5) planned or possible amendments to legal regulations that have or may have an impact on capital adequacy,
- 6) the position of the Polish Financial Supervision Authority on the assumptions of the dividend policy,

7) investor expectations.

According to the proposal of the Bank's Management Board, the payment of the dividend per share will amount to PLN 3.65, which translates into a payout ratio of 50.5% of the Bank's net profit for 2022 (55.8% of the consolidated net profit of the Bank's Capital Group).

**Re. point 10 sub-point 5) of the agenda:**

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
regarding the approval of the "Report of the Supervisory Board of Bank Polska Kasa Opieki  
Spółka Akcyjna on the activities in 2022 along with assessments and opinions prepared in  
accordance with regulatory requirements"

Acting pursuant to Article 395 § 5 in conjunction with Article 382 § 3<sup>1</sup> of the Commercial Companies Code and § 13 point 3 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

It approves the "Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna on the activities in 2022 along with assessments and opinions prepared in accordance with regulatory requirements" attached as Appendix 1 to this resolution,

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the Resolution of the Ordinary General Meeting of the Bank regarding the approval of the "Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna on the activities in 2022 along with assessments and opinions prepared in accordance with regulatory requirements".**

The Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna on the activities in 2022 along with assessments and opinions prepared in accordance with regulatory requirements and with the results of the self-assessment of the individual suitability of the Bank's Supervisory Board members and the collective suitability of the Bank's Supervisory Board, attached to this report ("Report"), is considered and approved by the General Meeting in accordance with § 13 point 3 of the Articles of Association of the Bank. The Report has been prepared in accordance with Article 382 § 3<sup>1</sup> of the Commercial Companies Code and taking into account the "Code of Best Practice for WSE Listed Companies 2021", i.e. it includes the assessment of the Bank's situation, including the assessment of internal control systems, risk management, compliance and internal audit functions, as well as the assessment of the rationality of the Bank's sponsorship and charitable activities.



**Re. point 10 sub-point 6) of the agenda:**

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023

on the assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of 12 January 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Beata Kozłowska-Chyla** – Chairwoman of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving her self-assessment of the individual suitability.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the assessment of the suitability of a member of the Supervisory Board of the Bank.**

Pursuant to Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority, the governing bodies of the bank are responsible for selection and assessment of the suitability of members of the supervisory board of the bank.

Pursuant to § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of 12 January 2021, the General Meeting assesses the suitability of member of the Supervisory Board.

The Supervisory Board of the Bank informed the General Meeting of Shareholders about the results of the self-assessment of individual members of the Supervisory Board and, in case of each of them, requested their approval at the same time.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on the assessment of the individual suitability of a member of the Supervisory Board of Bank  
Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual  
suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of 12 January 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Joanna Dynysiuk** – Vice-Chairwoman of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving her self-assessment of the individual suitability.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the assessment of the suitability of a member of the Supervisory Board of the Bank.**

Pursuant to Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority, the governing bodies of the bank are responsible for selection and assessment of the suitability of members of the supervisory board of the bank.

Pursuant to § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of 12 January 2021, the General Meeting assesses the suitability of member of the Supervisory Board.

The Supervisory Board of the Bank informed the General Meeting of Shareholders about the results of the self-assessment of individual members of the Supervisory Board and, in case of each of them, requested their approval at the same time.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023

on the assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of 12 January 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Małgorzata Sadurska** – Vice-Chairwoman of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving her self-assessment of the individual suitability.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the assessment of the suitability of a member of the Supervisory Board of the Bank.**

Pursuant to Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority, the governing bodies of the bank are responsible for selection and assessment of the suitability of members of the supervisory board of the bank.

Pursuant to § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of 12 January 2021, the General Meeting assesses the suitability of member of the Supervisory Board.

The Supervisory Board of the Bank informed the General Meeting of Shareholders about the results of the self-assessment of individual members of the Supervisory Board and, in case of each of them, requested their approval at the same time.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023

on the assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of 12 January 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Stanisław Ryszard Kaczoruk** – Secretary of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving his self-assessment of the individual suitability.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the assessment of the suitability of a member of the Supervisory Board of the Bank.**

Pursuant to Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority, the governing bodies of the bank are responsible for selection and assessment of the suitability of members of the supervisory board of the bank.

Pursuant to § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of 12 January 2021, the General Meeting assesses the suitability of member of the Supervisory Board.

The Supervisory Board of the Bank informed the General Meeting of Shareholders about the results of the self-assessment of individual members of the Supervisory Board and, in case of each of them, requested their approval at the same time.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023

on the assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of 12 January 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Marcin Izdebski** – Member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving his self-assessment of the individual suitability.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the assessment of the suitability of a member of the Supervisory Board of the Bank.**

Pursuant to Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority, the governing bodies of the bank are responsible for selection and assessment of the suitability of members of the supervisory board of the bank.

Pursuant to § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of 12 January 2021, the General Meeting assesses the suitability of member of the Supervisory Board.

The Supervisory Board of the Bank informed the General Meeting of Shareholders about the results of the self-assessment of individual members of the Supervisory Board and, in case of each of them, requested their approval at the same time.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on the assessment of the individual suitability of a member of the Supervisory Board of Bank  
Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual  
suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of 12 January 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Sabina Bigos-Jaworowska** – Member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving her self-assessment of the individual suitability.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the assessment of the suitability of a member of the Supervisory Board of the Bank.**

Pursuant to Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority, the governing bodies of the bank are responsible for selection and assessment of the suitability of members of the supervisory board of the bank.

Pursuant to § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of 12 January 2021, the General Meeting assesses the suitability of member of the Supervisory Board.

The Supervisory Board of the Bank informed the General Meeting of Shareholders about the results of the self-assessment of individual members of the Supervisory Board and, in case of each of them, requested their approval at the same time.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023

on the assessment of the individual suitability of a member of the Supervisory Board of Bank  
Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual  
suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of 12 January 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Justyna Głębiowska-Michalak** – Member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving her self-assessment of the individual suitability.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the assessment of the suitability of a member of the Supervisory Board of the Bank.**

Pursuant to Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority, the governing bodies of the bank are responsible for selection and assessment of the suitability of members of the supervisory board of the bank.

Pursuant to § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of 12 January 2021, the General Meeting assesses the suitability of member of the Supervisory Board.

The Supervisory Board of the Bank informed the General Meeting of Shareholders about the results of the self-assessment of individual members of the Supervisory Board and, in case of each of them, requested their approval at the same time.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023

on the assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of 12 January 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Michał Kaszyński** – Member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving his self-assessment of the individual suitability.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the assessment of the suitability of a member of the Supervisory Board of the Bank.**

Pursuant to Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority, the governing bodies of the bank are responsible for selection and assessment of the suitability of members of the supervisory board of the bank.

Pursuant to § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of 12 January 2021, the General Meeting assesses the suitability of member of the Supervisory Board.

The Supervisory Board of the Bank informed the General Meeting of Shareholders about the results of the self-assessment of individual members of the Supervisory Board and, in case of each of them, requested their approval at the same time.



Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023

on the assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of 12 January 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Marian Majcher** – Member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving his self-assessment of the individual suitability.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the assessment of the suitability of a member of the Supervisory Board of the Bank.**

Pursuant to Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority, the governing bodies of the bank are responsible for selection and assessment of the suitability of members of the supervisory board of the bank.

Pursuant to § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of 12 January 2021, the General Meeting assesses the suitability of member of the Supervisory Board.

The Supervisory Board of the Bank informed the General Meeting of Shareholders about the results of the self-assessment of individual members of the Supervisory Board and, in case of each of them, requested their approval at the same time.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on the assessment of the collective suitability of the Supervisory Board of Bank Polska Kasa  
Opieki Spółka Akcyjna by approving the self-assessment of the collective suitability of the  
Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 60 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of 12 January 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the collective suitability of the Supervisory Board of Polska Kasa Opieki Spółka Akcyjna by approving its self-assessment of the collective suitability.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the assessment of the suitability of the Supervisory Board of the Bank.**

Pursuant to Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority, the governing bodies of the bank are responsible for selection and assessment of the suitability of members of the supervisory board of the bank.

Pursuant to § 60 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of 12 January 2021, the General Meeting assesses the suitability of the Supervisory Board.

The Supervisory Board of the Bank informed the General Meeting of Shareholders about the results of the self-assessment of the Supervisory Board and requested its approval.

**Re. point 10 sub-point 7) of the agenda:**

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on granting a vote of approval to a member of the Management Board of Bank Polska Kasa  
Opieki Spółka Akcyjna  
for the discharge of his/her duties in the year 2022

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code and § 13 point 4 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

**Leszek Skiba** – President of the Management Board of the Bank from 1 January until 31 December 2022 – is granted discharge.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the granting of discharge to a member of the Management Board of the Bank for the performance of their duties in the year 2022.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, granting discharge to Members of the Bank's bodies, including members of the Management Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on granting a vote of approval to a member of the Management Board of Bank Polska Kasa  
Opieki Spółka Akcyjna  
for the discharge of his/her duties in the year 2022

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code and § 13 point 4 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

**Marcin Gadomski** – Vice-President of the Management Board of the Bank from 1 January until 31 December 2022 – is granted discharge.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the granting of discharge to a member of the Management Board of the Bank for the performance of their duties in the year 2022:**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, granting discharge to Members of the Bank's bodies, including members of the Management Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on granting a vote of approval to a member of the Management Board of Bank Polska Kasa  
Opieki Spółka Akcyjna  
for the discharge of his/her duties in the year 2022

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code and § 13 point 4 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

**Piotr Zborowski** – Vice-President of the Management Board of the Bank from 1 January until 31 December 2022 – is granted discharge.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the granting of discharge to a member of the Management Board of the Bank for the performance of their duties in the year 2022.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, granting discharge to Members of the Bank's bodies, including members of the Management Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on granting a vote of approval to a member of the Management Board of Bank Polska Kasa  
Opieki Spółka Akcyjna  
for the discharge of his/her duties in the year 2022

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code and § 13 point 4 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

**Jerzy Kwieciński** – Vice-President of the Management Board of the Bank from 1 January until 31 December 2022 – is granted discharge.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the granting of discharge to a member of the Management Board of the Bank for the performance of their duties in the year 2022.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, granting discharge to Members of the Bank's bodies, including members of the Management Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on granting a vote of approval to a member of the Management Board of Bank Polska Kasa  
Opieki Spółka Akcyjna  
for the discharge of his/her duties in the year 2022

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code and § 13 point 4 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

**Magdalena Zmitrowicz** – Vice-President of the Management Board of the Bank from 1 January until 31 December 2022 – is granted discharge.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the granting of discharge to a member of the Management Board of the Bank for the performance of their duties in the year 2022.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, granting discharge to Members of the Bank's bodies, including members of the Management Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on granting a vote of approval to a member of the Management Board of Bank Polska Kasa  
Opieki Spółka Akcyjna  
for the discharge of his/her duties in the year 2022

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code and § 13 point 4 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

**Jarosław Fuchs** – Vice-President of the Management Board of the Bank from 1 January until 31 December 2022 – is granted discharge.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the granting of discharge to a member of the Management Board of the Bank for the performance of their duties in the year 2022.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, granting discharge to Members of the Bank's bodies, including members of the Management Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.



Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on granting a vote of approval to a member of the Management Board of Bank Polska Kasa  
Opieki Spółka Akcyjna  
for the discharge of his/her duties in the year 2022

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code and § 13 point 4 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

**Wojciech Werochowski** - Vice-President of the Management Board of the Bank from 1 January until 31 December 2022 – is granted discharge.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the granting of discharge to a member of the Management Board of the Bank for the performance of their duties in the year 2022.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, granting discharge to Members of the Bank's bodies, including members of the Management Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on granting a vote of approval to a member of the Management Board of Bank Polska Kasa  
Opieki Spółka Akcyjna  
for the discharge of his/her duties in the year 2022

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code and § 13 point 4 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

**Błażej Szczecki** - Vice-President of the Management Board of the Bank from 1 January until 31 December 2022 – is granted discharge.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the granting of discharge to a member of the Management Board of the Bank for the performance of their duties in the year 2022.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, granting discharge to Members of the Bank's bodies, including members of the Management Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on granting a vote of approval to a member of the Management Board of Bank Polska Kasa  
Opieki Spółka Akcyjna  
for the discharge of his/her duties in the year 2022

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code and § 13 point 4 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

**Paweł Strączyński** – Vice-President of the Management Board of the Bank from 1 January until 31 December 2022 – is granted discharge.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the granting of discharge to a member of the Management Board of the Bank for the performance of their duties in the year 2022.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, granting discharge to Members of the Bank's bodies, including members of the Management Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

**Re. point 10 sub-point 7) of the agenda**

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on granting a vote of approval to a member of the Supervisory Board of Bank Polska Kasa  
Opieki Spółka Akcyjna  
for the discharge of his/her duties in the year 2022

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code and § 13 point 4 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

**Beata Kozłowska-Chyła** – Chairwoman of the Supervisory Board of the Bank from 1 January until 31 December 2022 – is granted discharge.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolutions of the Ordinary General Meeting of the Bank on the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2022.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, granting discharge to Members of the Bank's bodies, including members of the Supervisory Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on granting a vote of approval to a member of the Supervisory Board of Bank Polska Kasa  
Opieki Spółka Akcyjna  
for the discharge of his/her duties in the year 2022

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code and § 13 point 4 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

**Joanna Dynysiuk** – Vice-Chairwoman of the Supervisory Board of the Bank from 1 January until 31 December 2022 – is granted discharge.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolutions of the Ordinary General Meeting of the Bank on the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2022.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, granting discharge to Members of the Bank's bodies, including members of the Supervisory Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on granting a vote of approval to a member of the Supervisory Board of Bank Polska Kasa  
Opieki Spółka Akcyjna  
for the discharge of his/her duties in the year 2022

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code and § 13 point 4 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

**Małgrzata Sadurska** – Vice-Chairwoman of the Supervisory Board of the Bank from 1 January until 31 December 2022 – is granted discharge.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolutions of the Ordinary General Meeting of the Bank on the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2022.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, granting discharge to Members of the Bank's bodies, including members of the Supervisory Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on granting a vote of approval to a member of the Supervisory Board of Bank Polska Kasa  
Opieki Spółka Akcyjna  
for the discharge of his/her duties in the year 2022

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code and § 13 point 4 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

**Stanisław Ryszard Kaczoruk** – Secretary of the Supervisory Board of the Bank from 1 January until 31 December 2022 – is granted discharge.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolutions of the Ordinary General Meeting of the Bank on the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2022.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, granting discharge to Members of the Bank's bodies, including members of the Supervisory Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on granting a vote of approval to a member of the Supervisory Board of Bank Polska Kasa  
Opieki Spółka Akcyjna  
for the discharge of his/her duties in the year 2022

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code and § 13 point 4 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

**Marcin Izdebski** – Member of the Supervisory Board of the Bank from 1 January until 31 December 2022 – is granted discharge.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolutions of the Ordinary General Meeting of the Bank on the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2022.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, granting discharge to Members of the Bank's bodies, including members of the Supervisory Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.



Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on granting a vote of approval to a member of the Supervisory Board of Bank Polska Kasa  
Opieki Spółka Akcyjna  
for the discharge of his/her duties in the year 2022

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code and § 13 point 4 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

**Sabina Bigos-Jaworowska** – Member of the Supervisory Board of the Bank from 1 January until 31 December 2022 – is granted discharge.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolutions of the Ordinary General Meeting of the Bank on the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2022.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, granting discharge to Members of the Bank's bodies, including members of the Supervisory Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on granting a vote of approval to a member of the Supervisory Board of Bank Polska Kasa  
Opieki Spółka Akcyjna  
for the discharge of his/her duties in the year 2022

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code and § 13 point 4 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

**Justyna Głębikowska-Michalak** – Member of the Supervisory Board of the Bank from 1 January until 31 December 2022 – is granted discharge.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolutions of the Ordinary General Meeting of the Bank on the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2022.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, granting discharge to Members of the Bank's bodies, including members of the Supervisory Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on granting a vote of approval to a member of the Supervisory Board of Bank Polska Kasa  
Opieki Spółka Akcyjna  
for the discharge of his/her duties in the year 2022

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code and § 13 point 4 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

**Michał Kaszyński** – Member of the Supervisory Board of the Bank from 1 January until 31 December 2022 – is granted discharge.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolutions of the Ordinary General Meeting of the Bank on the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2022.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, granting discharge to Members of the Bank's bodies, including members of the Supervisory Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on granting a vote of approval to a member of the Supervisory Board of Bank Polska Kasa  
Opieki Spółka Akcyjna  
for the discharge of his/her duties in the year 2022

Acting pursuant to Article 393 point 1 and Article 395 § 2 point 3 of the Commercial Companies Code and § 13 point 4 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

**Marian Majcher** – Member of the Supervisory Board of the Bank from 1 January until 31 December 2022 – is granted discharge.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolutions of the Ordinary General Meeting of the Bank on the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2022.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, granting discharge to Members of the Bank's bodies, including members of the Supervisory Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

**Re. point 11 of the agenda:**

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on the evaluation of the remuneration policy of Bank Polska Kasa Opieki Spółka Akcyjna in  
2022

Acting pursuant to § 28 paragraph 4 of the Principles of Corporate Governance for Supervised Institutions in conjunction with § 13 point 18 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Having reviewed the "Report on the evaluation of the functioning of the Bank's Remuneration Policy in 2022" presented by the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna, the General Meeting of the Bank assesses that the Remuneration Policy of Bank Polska Kasa Opieki Spółka Akcyjna fosters the development and security of the Bank's operations.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the evaluation of the remuneration policy of Bank Polska Kasa Opieki Spółka Akcyjna in 2022.**

Pursuant to § 18 point 19 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, in conjunction with § 28 paragraph 3 of the Corporate Governance Principles for Supervised Institutions issued by the Polish Financial Supervision Authority, the supervising authority, once a year, prepares and submits to the decision-making authority a report on the evaluation of the functioning of the remuneration policy in the supervised institution. In consideration of the above, the Supervisory Board of the Bank evaluated the functioning of the Remuneration Policy of Bank Polska Kasa Opieki Spółka Akcyjna in 2022 and the results of the evaluation were presented in the "Report on the evaluation of the functioning of the Remuneration Policy of Bank Polska Kasa Opieki Spółka Akcyjna in 2022". In accordance with § 28 paragraph 4 of the Principles of Corporate Governance for Supervised Institutions, the decision-making authority shall assess whether the established remuneration policy fosters the development and safety of the supervised institution.

In 2022, the Bank implemented the Remuneration Policy that fosters the development and security of the Bank's operations by implementing provisions and objectives based on ensuring a long-term increase in shareholder value and stability of the company's operations.

**Re. point 12 of the agenda:**

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on issuing an opinion on the "Report on remuneration of Members of the Management Board  
and Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for 2022"

Acting pursuant to Article 395 § 2<sup>1</sup> of the Commercial Companies Code and Article 90g paragraph 6 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1.

The Ordinary General Meeting gives a positive opinion on the "Report on remuneration of Members of the Management Board and Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for 2022".

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on issuing an opinion on the "Report on remuneration of Members of the Management Board and Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for 2022".**

Pursuant to Article 395 § 2<sup>1</sup> of the Commercial Companies Code and Article 90g paragraph of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, the general meeting shall adopt a resolution concerning the opinion on the report on the remuneration.

**Re. point 13 of the agenda:**

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on the assessment of the adequacy of internal regulations regarding the functioning of the  
Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna and the effectiveness of its  
operations

Acting pursuant § 13 point 18 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and recommendation 8.9 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority, the Ordinary General Meeting resolves as follows:

§ 1

The General Meeting assesses that:

1. regulations defining the functioning of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna are adequate and compliant with the law and the requirements of supervisory authorities,
2. the activities undertaken by the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to perform its duties in 2022 were effective.

§ 2.

The Resolution enters into force as of the date of its adoption.

**Justification for the resolution of the Ordinary General Meeting of the Bank on the assessment of the adequacy of internal regulations regarding the functioning of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna and the effectiveness of its operations.**

Pursuant to Recommendation 8.9 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority, the adequacy of internal regulations regarding the functioning of the supervisory board and the management board as well as the effectiveness of these bodies should be subject to regular self-assessment and assessment by the supervisory board – in relation to the management board and, in relation to the supervisory board – by the general meeting (meeting of representatives).

The General Meeting assessed the adequacy of internal regulations regarding the functioning of the Supervisory Board and the effectiveness of its operation by reviewing the results of the Self-Assessment of the adequacy of internal regulations regarding the functioning of the Supervisory Board of the Bank and the effectiveness of its operation in 2022, submitted by the Supervisory Board of the Bank.

**Re. point 15 of the agenda:**

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and  
authorising the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish  
the consolidated text of the Staute of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 point 8 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§ 1.

The Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that § 6 paragraph 1 point 35 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna shall read as follows:

"35) The performance, pursuant to Article 70 paragraph 2 of the Act on Trading in Financial Instruments of activities which do not constitute brokerage activities, involving:

- a) approval and transfer of orders of purchase or disposal of financial instruments,
- b) execution of orders referred to in point a) on the account of the ordering party,
- c) purchase or disposal of financial instruments on their own account,
- d) offering financial instruments,
- e) investment consultancy,
- f) providing services relating to performing concluded underwriting guarantee agreements or concluding and performing other similar agreements, if they involve financial instruments,".

§ 2.

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorised to determine the consolidated text of the amended Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorisation of the Polish Financial Supervision Authority referred to in § 3.

§ 3.

The resolution enters into force as of the date of its adoption, however, the amendment to the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna adopted under this Resolution requires entry in the Register of Entrepreneurs of the National Court Register in accordance with Article 430 § 1 of the Commercial Companies Code, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

**Justification for the resolution of the Ordinary General Meeting of the Bank on amending the Articles of Association of the Bank.**

The proposed amendment is intended to repeal a fragment of the provision of § 6 paragraph 1 point 35 of the Articles of Association of the Bank, which defines financial instruments being the subject of activities performed by the Bank outside the brokerage activity. The description of these instruments covered by the Articles of Association of the Bank does not reflect the current wording of Article 70 paragraph 2 of the Act of 29 July 2005 on Trading in Financial



Instruments, setting out the statutory catalogue of financial instruments performed by banks without a brokerage licence.

The new wording of the provision of § 6 paragraph 1 point 35 of the Articles of Association of the Bank assumes that the provision shall not contain a catalogue of financial instruments that may be the subject of non-brokerage activities, while including in the Articles of Association of the Bank a reference to Article 70 paragraph 2 of the Act on Trading in Financial Instruments, which forms the legal basis for the Bank to perform non-brokerage activities in the field of trading in financial instruments. Such wording of the provision will cast no doubt that the activities described in § 6 paragraph 1 point 35 of the Articles of Association of the Bank are performed in the regime of activities undertaken by the Bank without a brokerage licence, and accordingly, activities whose material scope is limited to financial instruments described in Article 70 paragraph 2 of the Act on Trading in Financial Instruments.

The presented solution will avoid a situation where a description of the scope of the Bank's activity included in § 6 paragraph 1 point 35 of the Articles of Association of the Bank, intended to be essentially a repetition of the content of Article 70 paragraph 2 of the Act on Trading in Financial Instruments, is not correlated with this provision due to legislative changes.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023

on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and  
authorising the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish  
the consolidated text of the Staute of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 point 8 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§ 1.

The Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that § 13 point 3 is amended in connection with the amendment of point 4 and the repeal of point 5 in § 18 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna:

"§ 13

The powers of the General Meeting, apart from other matters listed in the law, in particular Commercial Companies Code and the Banking Law Act, in supervisory recommendations of the supervisory authorities, as well as in the Articles of Association of the Bank, include:

(...)

3) Consideration and approval of the Supervisory Board's report,"

"§ 18

The powers of the Supervisory Board, in addition to other rights and obligations provided for in the law, in particular Commercial Companies Code and the Banking Law Act, in supervisory recommendations of the supervisory authorities, as well as in the Articles of Association of the Bank, include but are not limited to the following matters:

(...)

4) Submission to the General Meeting of the annual written report of the Supervisory Board for the previous financial year, taking into account, in particular, the results of the assessment referred to in points 1-3,

5) (repealed)".

§ 2.

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorised to determine the consolidated text of the amended Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorisation of the Polish Financial Supervision Authority referred to in § 3.

§ 3.

The resolution enters into force as of the date of its adoption, however, the amendment to the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna adopted under this Resolution requires entry in the Register of Entrepreneurs of the National Court Register in accordance with Article 430 § 1 of the Commercial Companies Code, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

**Justification for the resolution of the Ordinary General Meeting of the Bank on amending the Articles of Association of the Bank.**

The proposed amendment is intended to clearly indicate that the presentation by the Supervisory Board to the General Meeting of Shareholders of all information stemming from the law and the Code of Best Practice for WSE Listed Companies 2021 will take place by submitting one document – the report of the Supervisory Board. The obligation to submit such a report to the General Meeting, as well as the scope of the Supervisory Board's report, are defined both by the provisions of the Commercial Companies Code and the Code of Best Practice for WSE Listed Companies 2021.

Pursuant to Article 382 § 3 point 3 of the Commercial Companies Code, the essential duties of the supervisory board include the preparation and submission to the general meeting of the annual written report for the previous financial year (report of the supervisory board). In turn, in accordance with point 2.11 of the Code of Best Practice for WSE Listed Companies 2021, in addition to activities stemming from the law, the supervisory board, once a year, shall prepare and submit an annual report to the ordinary general meeting for approval. Contrary to the Code of Best Practice for WSE Listed Companies 2016, the current regulations of the stock exchange no longer use the concept of a report on the activities of the supervisory board.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023

on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and  
authorising the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish  
the consolidated text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 point 8 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§ 1.

The Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that § 13 point 17 is repealed in connection with the addition of point 28 in § 18 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna:

"§ 13

The powers of the General Meeting, apart from other matters listed in the law, in particular Commercial Companies Code and the Banking Law Act, in supervisory recommendations of the supervisory authorities, as well as in the Articles of Association of the Bank, include:

(...)

17) (repealed)".

"§ 18

The powers of the Supervisory Board, in addition to other rights and obligations provided for in the law, in particular Commercial Companies Code and the Banking Law Act, in supervisory recommendations of the supervisory authorities, as well as in the Articles of Association of the Bank, include but are not limited to the following matters:

(...)

28) selecting an audit firm to audit the financial statements."

§ 2.

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorised to determine the consolidated text of the amended Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorisation of the Polish Financial Supervision Authority referred to in § 3.

§ 3.

The resolution enters into force as of the date of its adoption, however, the amendment to the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna adopted under this Resolution requires entry in the Register of Entrepreneurs of the National Court Register in accordance with Article 430 § 1 of the Commercial Companies Code, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

**Justification for the resolution of the Ordinary General Meeting of the Bank on amending the Articles of Association of the Bank.**

The proposed amendment consists in transferring the power to select an audit firm from the General Meeting to the Supervisory Board. This amendment is admissible in the light of Article 66 paragraph 4 of the Accounting Act of 29 September 1994, according to which "An audit firm to audit the financial statements is selected by the body approving the entity's financial statements, unless the statute, contract or other legal provisions applicable to the entity provide otherwise. The manager of the entity may not make such a selection." This amendment is aimed at unifying the rules for selecting an auditor in the capital group in which the Bank operates. Moreover, the solution in question is in line with the common practice on the market,

according to which the selection of an audit firm falls within the powers of the supervisory board.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and  
authorising the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish  
the consolidated text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 point 8 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§ 1.

The Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that § 18 point 13 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna shall read as follows:

"§ 18

The powers of the Supervisory Board, in addition to other rights and obligations provided for in the law, in particular Commercial Companies Code and the Banking Law Act, in supervisory recommendations of the supervisory authorities, as well as in the Articles of Association of the Bank, include but are not limited to the following matters:

(...)

13) Approving long-term development programmes of the Bank and the Bank's capital group and issuing opinions on the annual financial plans of the Bank and the Bank's capital group,".

§ 2.

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorised to determine the consolidated text of the amended Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorisation of the Polish Financial Supervision Authority referred to in § 3.

§ 3.

The resolution enters into force as of the date of its adoption, however, the amendment to the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna adopted under this Resolution requires entry in the Register of Entrepreneurs of the National Court Register in accordance with Article 430 § 1 of the Commercial Companies Code, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

**Justification for the resolution of the Ordinary General Meeting of the Bank on amending the Articles of Association of the Bank.**

The proposed amendment is aimed at clarifying that approval of long-term development plans and issuing opinions on annual financial plans should also take place at the level of the Bank's capital group. This amendment is related to § 18 points 3 and 24 of the Articles of Association of the Bank, which indicate the powers of the Supervisory Board not only at the level of the Bank, but also of the Bank's capital group in the field of financial matters.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and  
authorising the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish  
the consolidated text of the Staute of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 point 8 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§ 1.

The Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that § 18 point 26 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna shall read as follows:

"§ 18

The powers of the Supervisory Board, in addition to other rights and obligations provided for in the law, in particular Commercial Companies Code and the Banking Law Act, in supervisory recommendations of the supervisory authorities, as well as in the Articles of Association of the Bank, include but are not limited to the following matters:

(...)

26) supervising compliance with the Bank's policies and, when required by law, recommendations of supervisory authorities, approving the policies adopted by the Management Board of the Bank,".

§ 2.

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorised to determine the consolidated text of the amended Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorisation of the Polish Financial Supervision Authority referred to in § 3.

§ 3.

The resolution enters into force as of the date of its adoption, however, the amendment to the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna adopted under this Resolution requires entry in the Register of Entrepreneurs of the National Court Register in accordance with Article 430 § 1 of the Commercial Companies Code, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

**Justification for the resolution of the Ordinary General Meeting of the Bank on amending the Articles of Association of the Bank.**

The intention of the current wording of § 18 point 26 of the Articles of Association of the Bank was to adjust the wording of the Articles of Association of the Bank to Recommendation Z concerning the principles of internal governance in banks issued by the Polish Financial Supervision Authority. In accordance with Recommendation 1.11. of Recommendation Z, the Supervisory Board supervises compliance with the bank's policies and – if it results from specific regulations – approves the policies adopted by the Management Board.

Nevertheless, due to emerging doubts regarding the path of approval in the legislative process of documents containing the word "policy" in their name, where neither the law nor the recommendation of supervisory authorities require their adoption by the Management Board of the Bank and approval by the Supervisory Board of the Bank, it is reasonable to specify that

the participation of the Supervisory Board of the Bank is necessary only when it results clearly from the provisions of law or recommendations of supervisory authorities.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and  
authorising the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish  
the consolidated text of the Staute of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 point 8 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§ 1.

The Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that § 16 paragraph 2 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna shall read as follows:

"§ 16

2. Meetings of the Supervisory Board are convened and chaired by the Chairperson of the Supervisory Board, and in the event of his/her absence, successively by the Vice-Chairperson of the Supervisory Board appointed by the Chairperson of the Supervisory Board, another Vice-Chairperson of the Supervisory Board, the Secretary of the Supervisory Board, on his/her own initiative and at the request of the Management Board or a member of the Supervisory Board."

§ 2.

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorised to determine the consolidated text of the amended Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorisation of the Polish Financial Supervision Authority referred to in § 3.

§ 3.

The resolution enters into force as of the date of its adoption, however, the amendment to the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna adopted under this Resolution requires entry in the Register of Entrepreneurs of the National Court Register in accordance with Article 430 § 1 of the Commercial Companies Code, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

**Justification for the resolution of the Ordinary General Meeting of the Bank on amending the Articles of Association of the Bank.**

The Articles of Association of the Bank does not currently provide for a solution that would allow convening and chairing a meeting of the Supervisory Board during the absence of the Chairperson of the Supervisory Board. The proposed amendment will guarantee the possibility of uninterrupted continuous work of the Supervisory Board also in the event of potential and unplanned unavailability of the Chairperson of the Supervisory Board. The proposed amendment is admissible in the light of Article 389 § 1 of the Commercial Companies Code, which allows for the granting of certain powers related to the organisation of the supervisory board and the manner in which it performs its activities also to other members.

Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023

on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and  
authorising the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish  
the consolidated text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 point 8 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§ 1.

The Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that paragraph 2a is added in § 17 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, reading as follows:

"§ 17

2a. During the meeting, the Supervisory Board may adopt resolutions on matters not included in the agenda if all members of the Supervisory Board are present and all members of the Supervisory Board agree to it."

§ 2.

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorised to determine the consolidated text of the amended Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorisation of the Polish Financial Supervision Authority referred to in § 3.

§ 3.

The resolution enters into force as of the date of its adoption, however, the amendment to the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna adopted under this Resolution requires entry in the Register of Entrepreneurs of the National Court Register in accordance with Article 430 § 1 of the Commercial Companies Code, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

**Justification for the resolution of the Ordinary General Meeting of the Bank on amending the Articles of Association of the Bank.**

Pursuant to Article 389 § 3 of the Commercial Companies Code, the supervisory board, during the meeting, may also adopt resolutions on matters not included in the proposed agenda, provided that none of the members of the supervisory board participating in the meeting objects to it, unless the Articles of Association provide otherwise. The solution admissible in the light of the aforementioned provision is to maintain the existing practice resulting from the Regulations of the Supervisory Board.



Resolution No.  
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka  
Akcyjna  
of 6 June 2023  
on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and  
authorising the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish  
the consolidated text of the Staute of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 point 8 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§ 1.

The Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that paragraph 5 is added in § 27 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, reading as follows:

„§ 27

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

§ 2.

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorised to determine the consolidated text of the amended Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorisation of the Polish Financial Supervision Authority referred to in § 3.

§ 3.

The resolution enters into force as of the date of its adoption, however, the amendment to the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna adopted under this Resolution requires entry in the Register of Entrepreneurs of the National Court Register in accordance with Article 430 § 1 of the Commercial Companies Code, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

**Justification for the resolution of the Ordinary General Meeting of the Bank on amending the Articles of Association of the Bank.**

In order to ensure compliance with the provisions of Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms ("CRR"), it is advisable to introduce a provision in the Articles of Association of the Bank indicating the need to obtain the consent of the Polish Financial Supervision Authority to carry out the share redemption process.

The reduction or redemption of Common Equity Tier 1 instruments is possible on the basis of CRR pursuant to the provisions of Article 77 paragraph 1 item a of the CRR, i.e. upon obtaining the consent of the supervisory authority and meeting the requirements set out in Article 78 of the CRR.