

**Resolution No.     /2024  
of the Extraordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 9 December 2024**

**on the election of the Chairperson of the Extraordinary General Meeting of Powszechna Kasa  
Oszczędności Bank Polski Spółka Akcyjna**

§ 1.

The Extraordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski S.A. (the 'Company') hereby elects Mr/Ms [...] as the Chairperson of the General Meeting of the Company.

§ 2.

This resolution shall enter into force upon its adoption.

**Justification**

**for the draft resolution on the election of the Chairperson of the Extraordinary General Meeting of  
Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

Pursuant to Article 409 § 1 of the Commercial Companies Code, the Chairperson of the General Meeting shall be elected from among the persons entitled to participate in the General Meeting. Furthermore, pursuant to § 6(4) of the Rules of Procedure of the General Meeting of Powszechna Kasa Oszczędności Bank Polski S.A., attached as an appendix to Resolution No. 34/2023 of the Annual General Meeting of the Company dated 21 June 2023 on the adoption of the Rules of Procedure of the General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, the General Meeting of the Company elects the Chairperson of the General Meeting from among the candidates proposed by the participants of the General Meeting. In view of the above, an appropriate draft resolution has been presented to the General Meeting of the Company.

The draft resolution was not the subject of the Supervisory Board's opinion pursuant to § 3 point 1 of the Supervisory Board's Rules and Regulations.

**Resolution No.     /2024  
of the Extraordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 9 December 2024**

**on the amendment to the Articles of Association of Powszechna Kasa Oszczędności Bank Polski  
Spółka Akcyjna**

Acting pursuant to Article 430 § 1 of the Commercial Companies Code, the Extraordinary General Meeting hereby resolves as follows:

§ 1.

§ 15(1)(2) of the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall be amended to read as follows:

“2) appointing an audit firm to conduct the audit or review of the Bank's financial statements and the consolidated financial statements of the Bank's Group, as well as the assurance of sustainability reporting.”.

§ 2.

The Supervisory Board is hereby authorised to draw up the consolidated text of the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, incorporating the amendment referred to in § 1 hereof.

§ 3.

This resolution shall enter into force on the date of its adoption.

**Justification  
for the draft resolution on the amendment to the Articles of Association  
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No. 537/2014, Directive 2004/109/EC, Directive 2006/43/EC, and Directive 2013/34/EU, as regards corporate sustainability reporting (hereinafter referred to as the “CSRD”), provides for the mandatory third-party assurance of sustainability reporting for the Bank and the Bank's Group for the first time in relation to the year 2024. Member States were required to implement the provisions of the directive into national law by 6 July 2024.

The current wording of the Articles of Association of PKO Bank Polski S.A. entrusts the Supervisory Board with the authority to appoint an audit firm to audit the financial statements, in accordance with the provision set forth in Article 66(4) of the Accounting Act.

The draft amendments to the Accounting Act currently under consideration in the Polish Parliament (parliamentary printed matter 726) (pursuant to Article 37(1)(2) and Article 37(2)(2) of Directive 2006/43/EC, as amended by the CSRD) propose to extend the existing wording of the first sentence of Article 66(4) of the Accounting Act to include the appointment of an audit firm for the assurance of sustainability reporting as well: “The audit firm for the audit of the financial statements and the assurance of sustainability reporting shall be selected by the body that approves the entity's financial statements,

unless the entity's articles of association, agreement, or other legislation binding on the entity provide otherwise”.

The inclusion of the assurance of sustainability reporting in this provision also implies the need to initiate a procedure to amend the Bank's Articles of Association to maintain consistency with the existing powers of the Supervisory Board to appoint the audit firm for the audit of the financial statements and to meet the formal requirements of the proposed Accounting Act well in advance.

The Bank received approval from the Polish Financial Supervision Authority for this amendment on 26 July 2024.

This justification is accompanied by the current wording of the Bank's Articles of Association, with the proposed amendment highlighted.

The draft resolution has received the positive opinion of the Supervisory Board.

**Resolution No.    /2024  
of the Extraordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 9 December 2024**

**on the dismissal of a member of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski  
Spółka Akcyjna**

§ 1.

The Extraordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski S.A. (the "Company"), acting pursuant to Article 22(2) of the Banking Law Act of 29 August 1997 and § 11(2) of the Company's Articles of Association, hereby resolves to dismiss Mr/Ms [...] from the Company's Supervisory Board.

§ 2.

This resolution shall enter into force upon its adoption.

**Justification**

**for the draft resolution on the dismissal of a member of the Supervisory Board of Powszechna Kasa  
Oszczędności Bank Polski Spółka Akcyjna**

Pursuant to Article 22(2) of the Banking Law Act of 29 August 1997 and § 11(2) of the Company's Articles of Association, the decision to dismiss members of the Supervisory Board rests with the General Meeting of the Company. In view of the above, an appropriate draft resolution has been presented to the General Meeting of the Company.

The draft resolution was not the subject of the Supervisory Board's opinion pursuant to § 3 point 1 of the Supervisory Board's Rules and Regulations.

**Resolution No.    /2024  
of the Extraordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 9 December 2024**

**on the appointment of a member of the Supervisory Board of Powszechna Kasa Oszczędności Bank  
Polski Spółka Akcyjna**

§ 1.

The Extraordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski S.A. (the "Company"), acting pursuant to § 5(2) of the Policy concerning the assessment of the suitability of candidates for members and the members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A., attached as an appendix to Resolution No. 13/2024 of the Annual General Meeting of the Company of 28 June 2024 on approving the Policy concerning the assessment of the suitability of candidates for members and the members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A., as well as Article 22(2) and Article 22aa of the Banking Law Act of 29 August 1997 and § 11(2) of the Company's Articles of Association, hereby resolves, following the assessment of individual suitability, to appoint Mr/Ms [...] to the Supervisory Board of the Company for a term of office common to the term of office of the hitherto appointed Supervisory Board of the Company.

§ 2.

This resolution shall enter into force upon its adoption.

**Justification**

**for the draft resolution on the appointment of a member of the Supervisory Board of Powszechna  
Kasa Oszczędności Bank Polski Spółka Akcyjna**

Pursuant to Article 22(2) of the Banking Law Act of 29 August 1997 and § 11(2) of the Company's Articles of Association, the members of the Supervisory Board are appointed by the General Meeting, taking into account the assessment of the candidates' fulfilment of the requirements set out in Article 22aa of the Banking Law. Pursuant to § 5(1) of the Policy concerning the assessment of the suitability of candidates for members and the members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A., attached as an appendix to Resolution No. 13/2024 of the Annual General Meeting of the Company of 28 June 2024 on approving the Policy concerning the assessment of the suitability of candidates for members and the members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A. (the "Policy"), the assessment of the suitability of the candidates for Members of the Supervisory Board is performed in the form of an assessment of individual and collective suitability. Pursuant to § 5(2)(1), individual suitability is assessed by the General Meeting as part of the so-called preliminary assessment carried out in connection with the appointment of a member of the Supervisory Board and is performed in accordance with the rules set out in detail in § 5 - 7 of the Policy. Accordingly, the appointment of a new Member of the Supervisory Board requires an appropriate resolution of the General Meeting, which, in turn, makes its decision after assessing the individual suitability of the candidate for the Member of the Supervisory Board in respect of whom the resolution is adopted. In view of the above, an appropriate draft resolution has been presented to the General Meeting of the Company.

The draft resolution was not the subject of the Supervisory Board's opinion pursuant to § 3 point 1 of the Supervisory Board's Rules and Regulations.

**Resolution No. /2024  
of the Extraordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 9 December 2024**

**on the assessment of the collective suitability of the Supervisory Board of Powszechna Kasa  
Oszczędności Bank Polski Spółka Akcyjna**

§ 1.

The Extraordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski S.A. (the "Company"), acting pursuant to § 5(4) of the Policy concerning the assessment of the suitability of candidates for members and the members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A., attached as an appendix to Resolution No. 13/2024 of the Annual General Meeting of the Company of 28 June 2024 on approving the Policy concerning the assessment of the suitability of candidates for members and the members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A., in view of the changes made to the Company's Supervisory Board resulting from Resolutions No. [...] of the Extraordinary General Meeting of [...], hereby confirms the collective suitability of the Company's Supervisory Board.

§ 2.

This resolution shall enter into force upon its adoption.

**Justification**

**to the draft resolution on the assessment of the collective suitability of the Supervisory Board of  
Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

Pursuant to § 5(1) of the Policy concerning the assessment of the suitability of candidates for members and the members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A., attached as an appendix to Resolution No. 13/2024 of the Annual General Meeting of the Company of 28 June 2024 on approving the Policy concerning the assessment of the suitability of candidates for members and the members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A. (the "Policy"), the assessment of the suitability of the candidates for Members of the Supervisory Board is performed in the form of an assessment of individual and collective suitability. Pursuant to § 5(4)(1), collective suitability is assessed by the General Meeting as part of the so-called preliminary assessment carried out in connection with the appointment of a member of the Supervisory Board and is performed in accordance with the rules set out in detail in § 5 - 6 and § 8 of the Policy. As the agenda includes resolutions regarding changes to the Company's Supervisory Board, including a resolution on the appointment of a new Member of the Supervisory Board, the Company's General Meeting should also express, by way of an appropriate resolution, its assessment of the collective suitability of the Supervisory Board as a whole, irrespective of the assessment of the individual suitability of a Member of the Supervisory Board conducted as part of the General Meeting's resolution regarding their appointment to the Supervisory Board.

The draft resolution was not the subject of the Supervisory Board's opinion pursuant to § 3 point 1 of the Supervisory Board's Rules and Regulations.

**Resolution No.    /2024  
of the Extraordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 9 December 2024**

**on the costs of convening and holding the Extraordinary General Meeting of Powszechna Kasa  
Oszczędności Bank Polski Spółka Akcyjna**

§ 1.

The Extraordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski S.A. (the "Company"), acting pursuant to Article 400 § 4 of the Commercial Companies Code, hereby resolves that the costs of convening and holding the Extraordinary General Meeting shall be borne by the Company.

§ 2.

This resolution shall enter into force upon its adoption.

**Justification**

**for the draft resolution on the costs of convening and holding the Extraordinary General Meeting of  
Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

The necessity to adopt the resolution in question arises from Article 400 § 4 of the Commercial Companies Code, pursuant to which the General Meeting of the Company, convened at the request of a shareholder or shareholders representing at least 5% of the share capital, shall adopt a resolution determining whether the costs of convening and holding the General Meeting are to be borne by the Company. In view of the above, an appropriate draft resolution has been presented to the General Meeting of the Company.

The draft resolution was not the subject of the Supervisory Board's opinion pursuant to § 3 point 1 of the Supervisory Board's Rules and Regulations.