

NOTICE OF CONVENING THE ORDINARY GENERAL MEETING OF BANK POLSKA KASA OPIEKI SPÓŁKA AKCYJNA FOR THE FINANCIAL YEAR 2024

The Management Board of Bank Polska Kasa Opieki Spółka Akcyjna with its registered office in Warsaw, at ul. Żubra 1, 01-066 Warszawa, entered in the Register of Entrepreneurs kept by the District Court for the Capital City of Warsaw in Warsaw, 13th Commercial Division of the National Court Register under the KRS number 0000014843, entry in the KRS on 2 July 2001 (hereinafter referred to as the "Bank"), acting on the basis of § 8(1)–(3), § 8a(2) and § 9 of the Bank's Articles of Association in conjunction with Articles 395 § 1, 399 § 1, 402¹ § 1 and 2, 402², and 406⁵ § 1 of the Code of Commercial Companies, convenes the Ordinary General Meeting of the Bank for the financial year 2024.

The total number of the Bank's shares as at the announcement date is 262,470,034 and corresponds to 262,470,034 votes.

I. THE DATE, TIME AND PLACE OF THE ORDINARY GENERAL MEETING OF THE BANK AND DETAILED AGENDA

The Management Board of the Bank convenes the Ordinary General Meeting of the Bank for the financial year 2024 on **24 April 2025 at 10:00 a.m. in Warsaw**, at ul. Żubra 1 in the Pekao Tower located in the Forest building complex, with the following agenda:

1. Opening of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna.
2. Election of the Chairperson of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna.
3. Statement of the correctness of convening of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna.
4. Adopting the agenda of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna.
5. Review of the *"Report on the Activities of the Bank Pekao S.A. Group for 2024 (prepared jointly with the Report on the Activities of Bank Pekao S.A.)"*, including, in particular, the *Statement on the Sustainable Development of the Bank Pekao S.A. Capital Group*.
6. Review of the *"Entity-specific Financial Statements of Bank Pekao S.A. for the year ended 31 December 2024"*.
7. Review of the *"Consolidated Financial Statements of the Bank Pekao S.A. Group for the year ended 31 December 2024"*.
8. Review of the *"Motion on the distribution of profit of Bank Polska Kasa Opieki Spółka Akcyjna"*.
9. Review of the *"Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for 2024 along with assessments and opinions made in accordance with regulatory requirements"*.
10. Adoption of resolutions on:
 - 1) approval of the *"Report on the Activities of the Bank Pekao S.A. Group for 2024 (prepared jointly with the Report on the Activities of Bank Pekao S.A.)"*,
 - 2) approval of the *"Entity-specific Financial Statements of Bank Pekao S.A. for the year ended 31 December 2024"*,
 - 3) approval of the *"Consolidated Financial Statements of the Bank Pekao S.A. Group for the year ended 31 December 2024"*,
 - 4) distribution of profit of Bank Polska Kasa Opieki Spółka Akcyjna,
 - 5) approval of the *"Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for 2024 along with assessments and opinions made in accordance with regulatory requirements"*,

- 6) assessment of the individual suitability of the members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability of the members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna, and 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,
 - 7) granting discharge to members of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2024,
 - 8) granting discharge to members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2024.
11. Review of the *“Report on the Evaluation of the Bank’s Remuneration Policy in 2024”* and adoption of a resolution on the evaluation of the Remuneration Policy of Bank Polska Kasa Opieki Spółka Akcyjna in 2024.
 12. Review of the *“Report on the remuneration of Members of the Management Board and Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for 2024”* and adoption of a resolution regarding the opinion thereon.
 13. Review of the *“Self-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 operation in 2024”* as well as adoption of a resolution 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 operation.
 14. Presentation by the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna of the *“Report on the assessment of compliance by Bank Polska Kasa Opieki Spółka Akcyjna in 2024 with the Principles of Corporate Governance for Supervised Institutions issued by the Polish Financial Supervision Authority on 22 July 2014”*.
 15. Adoption of resolutions 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 Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna.
 16. Closing of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna.

II. DATE OF REGISTRATION OF PARTICIPATION IN THE ORDINARY GENERAL MEETING OF THE BANK AND INFORMATION ON THE RIGHT TO PARTICIPATE IN THE ORDINARY GENERAL MEETING OF THE BANK

The date of registration of participation in the Ordinary General Meeting of the Bank falls sixteen days before the date of the Ordinary General Meeting (registration date), i.e. on 8 April 2025. Only persons who are Shareholders of the Bank on 8 April 2025, i.e. on the date of registration of their participation in the Ordinary General Meeting have the right to participate in the Ordinary General Meeting.

At the request of a holder of dematerialised bearer shares of the Bank, submitted not earlier than after the announcement of convening the Ordinary General Meeting, no later than on the first business day after the registration date, i.e. no later than 9 April 2025, the entity maintaining the securities account shall issue a personal certificate of the right to participate in the Ordinary General Meeting.

The Management Board determines the list of Shareholders authorised to participate in the General Meeting on the basis of the list prepared by Krajowy Depozyt Papierów Wartościowych S.A. pursuant to the provisions on trading in financial instruments.

III. PROCEDURES CONCERNING PARTICIPATION IN THE ORDINARY GENERAL MEETING OF BANK POLSKA KASA OPIEKI SPÓŁKA AKCYJNA AND EXERCISE OF VOTING RIGHTS

1. Information on the Shareholder's right to request that certain matters be included in the agenda of the Ordinary General Meeting

A Shareholder or Shareholders representing at least one-twentieth of the entire share capital of the Bank may request that specific matters be included in the agenda for the upcoming Ordinary General Meeting. The request of the Shareholder(s) should be submitted to the Management Board of the Bank not later than twenty-one days before the scheduled date of the Ordinary General Meeting, i.e. not later than 3 April 2025.

The request must include a statement of reasons or a draft resolution concerning the proposed item of the agenda.

The request may be submitted in writing (i.e. delivered in person against confirmation of submission or sent to the Bank against confirmation of dispatch and acknowledgement of receipt) to the address: Bank Polska Kasa Opieki Spółka Akcyjna, Biuro Obsługi Organów Korporacyjnych, ul. Żubra 1, 01-066 Warszawa or in electronic form (e-mail) by sending an electronic message to the e-mail address: wz@pekao.com.pl.

The appropriate date of submission of the above request will be evidenced by the date of its receipt by the Bank, and in the case of using the electronic form, the date of placing the above request in the Bank's electronic mail system (receipt at the Bank's mail server). The above request may be made by means of a properly completed and signed form downloaded from the Bank's website, however, if the electronic form is used, it is required to send the form and any attached documents as attachments in PDF format.

The Shareholder(s) requesting the inclusion of certain matters in the agenda of the Ordinary General Meeting must present, together with the request, documents confirming their identity and the right to request the inclusion of certain matters in the agenda of the Ordinary General Meeting, in particular:

- 1) a deposit certificate or a certificate on the right to participate in the Ordinary General Meeting of the Bank, issued by the entity maintaining the securities account in accordance with the regulations on trading in financial instruments, confirming that the addressee is a Shareholder of the Bank and holds an appropriate number of shares as of the date of the request, and
- 2) in the case of a Shareholder being a natural person – a copy of the ID card, passport or other document confirming that person's identity – only regarding the data that enable the identification of the Shareholder (name and surname, series and number of the ID card/passport/other document, PESEL number, date of issue and date of expiry – anonymised in accordance with the template attached as Appendix to this Announcement, however, for security reasons, it is recommended to cross out the copies of the pages of the ID card/passport/other document with a diagonal line and add: "Solely for the purpose of participation in the General Meeting of Bank Polska Kasa Opieki S.A.", but in such a way that the data required for identification are legible, or
- 3) in the case of a Shareholder other than a natural person – a copy or original of a current excerpt from the relevant register, and if the right to represent the Shareholder does not result from the relevant register – both the document(s) confirming the authorisation to represent the Shareholder and a copy or original of a current excerpt from the relevant register, or other document confirming authorisation to act on behalf of a legal person.

The obligation to attach the documents referred to above applies to the Shareholders submitting the request both in written and electronic form. Documents should be attached in a form appropriate to the form of the request (paper document or a copy or scan and conversion to PDF format). The Bank may take necessary actions to identify the Shareholder(s) and verify the validity of the documents sent.

The Management Board of the Bank shall immediately, but not later than eighteen days prior to the date of the Ordinary General Meeting, announce changes to the meeting agenda made at the request of Shareholder(s). The announcement of the new agenda will be placed on the Bank's website www.pekao.com.pl and in the manner specified for the provision of current information, in accordance with the regulations on public offerings and conditions for the introduction of financial instruments to the organised trading system and on public companies.

2. Information on the Shareholder's right to submit draft resolutions concerning matters on the agenda of the Ordinary General Meeting or matters which are to be included in the agenda before the date of the Ordinary General Meeting

A Shareholder or Shareholders of the Bank representing at least one-twentieth of the share capital may, before the date of the Ordinary General Meeting, notify the Bank in writing (i.e. deliver in person against confirmation of submission or send to the Bank against confirmation of posting) to the address: Bank Polska Kasa Opieki Spółka Akcyjna, Biuro Obsługi Organów Korporacyjnych, ul. Żubra 1, 01-066 Warszawa, or by means of electronic communication, by sending an electronic message to the dedicated e-mail address: wz@pekao.com.pl, draft resolutions concerning matters introduced into the agenda of the Ordinary General Meeting or matters to be introduced into the agenda. The Company stipulates that if draft resolutions are submitted later than the date preceding the date of the Ordinary General Meeting by 5:00 p.m., it will be impossible for the Bank to publish them on the website.

The appropriate date of submission of the above request will be evidenced by the date and time of its receipt by the Bank, and in the case of using the electronic form, the date and time of placing the above request in the Bank's electronic mail system (receipt at the Bank's mail server).

Draft resolutions may be submitted by a Shareholder by means of a properly completed and signed form downloaded from the Bank's website www.pekao.com.pl, however, if means of electronic communication are used, it is required to send the form and any attached documents as attachments in PDF format.

Draft resolutions are immediately announced on the Bank's website: www.pekao.com.pl.

The Shareholder(s) submitting draft resolutions should present documents confirming their identity and their right to submit draft resolutions, in particular:

- 1) a deposit certificate or a certificate on the right to participate in the Ordinary General Meeting of the Bank, issued by the entity maintaining the securities account in accordance with the regulations on trading in financial instruments, confirming that the addressee is a Shareholder of the Bank and holds an appropriate number of shares as of the date of the request, and
- 2) in the case of a Shareholder being a natural person – a copy of the ID card, passport or other document confirming that person's identity – only regarding the data that enable the identification of the Shareholder (name and surname, series and number of the ID card/passport/other document, PESEL number, date of issue and date of expiry – anonymised in accordance with the template attached as Appendix to this Announcement, however, for security reasons, it is recommended to cross out the copies of the pages of the ID card/passport/other document with a diagonal line and add: "Solely for the purpose

of participation in the General Meeting of Bank Polska Kasa Opieki S.A.”, but in such a way that the data required for identification are legible, or

- 3) in the case of a Shareholder other than a natural person – a copy or original of a current excerpt from the relevant register, and if the right to represent the Shareholder does not result from the relevant register – both the document(s) confirming the authorisation to represent the Shareholder and a copy or original of a current excerpt from the relevant register, or other document confirming authorisation to act on behalf of a legal person.

The obligation to attach the documents referred to above applies to the Shareholders submitting the request both in written and electronic form. Documents should be attached in a form appropriate to the form of the request (paper document or a copy or scan and conversion to PDF format). The Bank may take necessary actions to identify the Shareholder(s) and verify the validity of the documents sent.

Bearing in mind point 4.8 of the “*Best Practice of WSE Listed Companies 2021*”, the Management Board of the Bank requests that draft resolutions on matters included in the agenda of the Ordinary General Meeting be submitted at least 3 days before the date of the Ordinary General Meeting.

3. Information on the Shareholder’s right to submit draft resolutions concerning matters included in the agenda during the Ordinary General Meeting

During the General Meeting, each Shareholder may submit draft resolutions concerning matters included in the agenda.

4. Information on the manner of exercising the voting right through a proxy, including, in particular, the forms used during voting through a proxy and the manner of notifying the Bank by means of electronic communication of the appointment of a proxy

The Shareholder(s) may participate in the Ordinary General Meeting and exercise their right to vote in person or via a proxy.

The proxy shall exercise all rights of the Shareholder at the Ordinary General Meeting, unless otherwise specified in the power of attorney. The proxy may grant a further power of attorney if it results from the content of the power of attorney. The proxy may represent more than one Shareholder and vote differently on the shares of each Shareholder. A Shareholder holding shares registered in more than one securities account may appoint separate proxies to exercise the rights attached to shares registered in each account. A Shareholder holding shares registered in a collective account may appoint separate proxies to exercise the rights attached to shares registered in that account.

If the proxy of a Shareholder at the Ordinary General Meeting is a member of the Management Board, a member of the Supervisory Board, an employee of the Bank, or a member of a body or employee of the Bank’s subsidiary, the power of attorney granted to him/her may authorise him/her to represent the Shareholder at one General Meeting only. The proxy is obliged to disclose to the Shareholder the circumstances indicating the existence or possibility of a conflict of interest. The granting of further power of attorney is excluded in this case. This proxy shall vote in accordance with the instructions given to them by the Shareholder.

The power of attorney to participate in the Ordinary General Meeting and exercise the right to vote must be granted in writing or in electronic form. Granting a power of attorney in electronic

form does not require a secure electronic signature verified with a valid qualified certificate. A power of attorney drawn up in a foreign language should be translated into Polish by a sworn translator. A power of attorney not translated into Polish by a sworn translator shall have no legal effect.

A Shareholder may notify the Bank on granting a power of attorney in an electronic form, via e-mail, to a dedicated e-mail address: wz@pekao.com.pl.

In the notification on granting the power of attorney in electronic form, the Shareholder shall provide his/her telephone number and e-mail address, as well as the telephone number and e-mail address of the proxy, through which the Bank will be able to communicate with the Shareholder and the proxy. If in doubt, the Bank may take further steps to verify the validity of the power of attorney granted in electronic form and to identify the Shareholder and the proxy. The notification on granting the power of attorney should also include the scope of the power of attorney, i.e. indicate the number of shares from which the voting rights will be exercised and the date of the Ordinary General Meeting at which those rights will be exercised.

The notification should be accompanied by copies of documents confirming the identity of the Shareholder (scan and conversion to PDF format), in particular:

- 1) in the case of a Shareholder being a natural person – a copy of the ID card, passport or other document confirming that person's identity – only regarding the data that enable the identification of the Shareholder (name and surname, series and number of the ID card/passport/other document, PESEL number, date of issue and date of expiry – anonymised in accordance with the template attached as Appendix to this Announcement, however, for security reasons, it is recommended to cross out the copies of the pages of the ID card/passport/other document with a diagonal line and add: "Solely for the purpose of participation in the General Meeting of Bank Polska Kasa Opieki S.A.", but in such a way that the data required for identification are legible, or
- 2) in the case of a Shareholder other than a natural person – a copy or original of a current excerpt from the relevant register, and if the right to represent the Shareholder does not result from the relevant register – both the document(s) confirming the authorisation to represent the Shareholder and a copy or original of an excerpt from the relevant register (valid as at the date of granting the power of attorney), or other document confirming authorisation to act on behalf of a legal person.

The notification on granting a power of attorney in electronic form must be made at least 24 hours before the date of the Ordinary General Meeting due to the need to carry out verification activities. The Bank will take appropriate actions to identify the Shareholder and the proxy in order to verify the validity of the power of attorney granted in electronic form. This verification may include, in particular, a return question in electronic form or by telephone addressed to the Shareholder or proxy in order to confirm the fact of granting the power of attorney and its scope.

On its website, the Bank provides a specimen notification form of granting the power of attorney in electronic form, for download, which may be used by the Shareholder to notify the Bank of granting the power of attorney in electronic form. This form, after being completed in accordance with the instructions contained therein, should be sent by the Shareholder to the dedicated e-mail address indicated above.

A proxy who has been granted a power of attorney in electronic form shall be obliged to submit, when preparing the list of attendance at the Ordinary General Meeting, a document confirming the granting of a power of attorney in electronic form and enabling identification of the Shareholder submitting such a statement and a document for identification of the proxy.

A specimen form for exercising voting rights through a proxy, containing the data specified in Article 402³ § 3 of the Code of Commercial Companies, entitled – “Form for exercising voting rights through a proxy at the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna with its registered office in Warsaw” was placed on the Bank’s website at www.pekao.com.pl. If the proxy votes using the form, he/she must deliver the form to the Chairperson of the Ordinary General Meeting at the latest before the end of voting on the resolution which, according to the Shareholder’s instruction, is to be voted using it.

Representatives of legal persons should have at their disposal the original or a copy of a current excerpt from the relevant register, certified by a notary public, and if their right to represent the legal person does not result from the register, they should have a written power of attorney (in the original or a copy certified by a notary public) and an original or a copy of an excerpt from the relevant register or other document confirming authorisation to act on behalf of a legal person, certified by a notary public, valid as of the date of granting the power of attorney.

In the case of Shareholders and proxies of Shareholders participating in the General Meeting by means of electronic communication, the scope of the required documents and the date and manner of their delivery are specified in Appendix to this Announcement.

5. Information on the possibility and manner of participation in the Ordinary General Meeting by means of electronic communication

The Bank also allows the possibility of participation, speaking and exercising the right to vote, including the voicing of objections to resolutions in the General Meeting by means of electronic communication for persons participating in the General Meeting while staying in a place other than the venue of the meeting. “Regulations for participation in the General Meeting of the company under the business name of Bank Polska Kasa Opieki Spółka Akcyjna with its registered office in Warsaw by means of electronic communication” adopted by the Supervisory Board and made available on the Company’s website under About the Bank/Corporate Governance and Appendix to this Announcement specify the rules and conditions for participation in, speaking and exercising voting rights at the General Meeting by means of electronic communication. This form of participation in the General Meeting will be enabled via a link with a hyperlink that will be sent to the Shareholder by e-mail, after positive verification of the Shareholder’s rights, no later than on 23 April 2025, by 5:00 p.m.

The Bank does not provide for the possibility of exercising the voting right by correspondence.

6. Information on the manner and form of communication during the Ordinary General Meeting by means of electronic communication

The method and form of communication during the Ordinary General Meeting by means of electronic communication are specified in the “Regulations for participation in the General Meeting of the company under the business name of Bank Polska Kasa Opieki Spółka Akcyjna with its registered office in Warsaw by means of electronic communication”, available on the Bank’s website under About the Bank/Corporate Governance and Appendix to this Announcement. These documents define the rules for speaking at the Ordinary General Meeting via a text messenger.

7. Information on the manner of exercising the right to vote by correspondence as well as on the manner of exercising the right to vote and raising objections to resolutions by means of electronic communication

The Regulations of General Meetings of the Bank do not provide for the possibility of exercising the voting right by correspondence.

The rules and conditions for exercise of the voting right, including objections to resolutions at the Ordinary General Meeting by means of electronic communication are specified in the “Regulations for participation in the General Meeting of the company under the business name of Bank Polska Kasa Opieki Spółka Akcyjna with its registered office in Warsaw by means of electronic communication”, available on the Bank’s website under About the Bank/Corporate Governance and Appendix to this Announcement.

8. Information on the Shareholder’s right to make inquiries regarding matters on the agenda of the General Meeting

During the General Meeting, the Management Board is required to provide the Shareholder, at their request, with information about the company, if it is justified for the assessment of an issue on the agenda.

The Management Board refuses to provide information if this could harm the company, its affiliate or subsidiary, in particular by disclosing technical, commercial or organisational secrets of the enterprise.

A Member of the Management Board may refuse to provide information if providing information could constitute a basis for the Member’s liability under criminal, civil or administrative law.

The answer is deemed to have been given if the relevant information is available on the Bank’s website: www.pekao.com.pl, under Communication/Investor Information/General Meeting of Shareholders/Ordinary General Meeting 24/04/2025.

The Management Board may provide information outside the General Meeting for compelling reasons. The Management Board is required to provide information no later than within two weeks from the date of submitting the request at the General Meeting.

IV. THE POSSIBILITY OF OBTAINING INFORMATION CONCERNING THE GENERAL MEETING

Full documentation to be presented to the Ordinary General Meeting, together with draft resolutions and information concerning the Ordinary General Meeting will be placed on the Bank’s website at www.pekao.com.pl from the date of convening the Ordinary General Meeting.

A Shareholder entitled to participate in the Ordinary General Meeting may obtain, in paper form, the full text of documentation to be presented to the Ordinary General Meeting and draft resolutions or comments of the Bank Management Board or Supervisory Board at the Bank’s Head Office in Warsaw at ul. Żubra 1, in Pekao Tower located in the Forest building complex, between 10:00 a.m. and 3:00 p.m. on business days.

V. ELECTRONIC COMMUNICATION BETWEEN THE SHAREHOLDER AND THE BANK

Taking into account the restrictions provided for in the Code of Commercial Companies, the Bank’s Shareholders may contact the Bank by means of electronic communication. In particular, the Bank’s Shareholders may submit motions, requests, and send notices and documents. The Shareholders’ communication with the Bank in electronic form is carried out using a dedicated e-mail address: wz@pekao.com.pl.

A Shareholder using means of electronic communication bears the sole risk related to their use.

The Bank shall be responsible for security, confidentiality and processing, in accordance with the applicable regulations, of information contained in documents sent electronically, from the moment the documents are placed in the Bank’s e-mail system (receipt at the Bank’s mail server).

If the Shareholder sends documents to the Bank by electronic means that have been originally prepared in a language other than Polish, the Shareholder is obliged to attach a translation into Polish prepared by a sworn translator. All documents sent by the Shareholder to the Bank, as well as by the Bank to the Shareholder electronically, should be scanned into PDF format.

VI. LIST OF SHAREHOLDERS

The list of Shareholders entitled to participate in the Ordinary General Meeting will be displayed at the Bank at the address: Warsaw ul. Żubra 1, in Pekao Tower located in the Forest building complex, three weekdays before the Ordinary General Meeting, i.e. on 21, 22, 23 April 2025.

A Shareholder of the Company may request that the list of shareholders entitled to participate in the Ordinary General Meeting be sent to him/her by e-mail free of charge, providing the e-mail address to which the list should be sent.

Pursuant to Article 407 § 2 of the Code of Commercial Companies, the Bank's shareholder has the right to request a copy of motions on matters on the agenda within a week before the Ordinary General Meeting, i.e. from 17 April 2025.

VII. THE ADDRESS OF THE WEBSITE WHERE INFORMATION ON THE ORDINARY GENERAL MEETING WILL BE MADE AVAILABLE

All information concerning the Ordinary General Meeting and forms are available on the Bank's website www.pekao.com.pl.

VIII. OTHER INFORMATION

Pursuant to Article 402 § 2 of the Code of Commercial Companies, in connection with the intended amendments to the Bank's Articles of Association, the Management Board of the Bank informs about the existing provisions as well as the content of the proposed amendments to the Bank's Articles of Association.

Proposed amendments to the Articles of Association

Current wording	Proposed amendment	Justification of amendment
<p>§ 6(1)(29)</p> <p><i>Performing the function of a depositary pursuant to the provisions of the Act on the Organisation and Operation of Pension Funds and the Act on Investment Funds</i></p>	<p>§ 6(1)(29)</p> <p><i>Performing the function of a depositary pursuant to the provisions of the Act on the Organisation and Operation of Pension Funds and the Act on Investment Funds and the Management of Alternative Investment Funds,</i></p>	<p>The amendment is of a technical nature and concerns the clarification of the title of the referenced act.</p>
<p>None</p>	<p>§ 6(1)(33a)</p> <p><i>Consumer credit intermediation</i></p>	<p>Amendment to the Articles of Association aims to expand the Bank's operations in the area of consumer credit intermediation. The Bank intends to perform such activities as an intermediary for a non-bank lending institution, following the conclusion of a credit intermediation agreement with that institution and upon meeting the conditions set out in the Act of 12 May 2011 on Consumer Credit. The provision of consumer credit intermediation services by the Bank is permitted under Article 59da of the aforementioned Act.</p>
<p>§ 18(16)</p> <p><i>The powers of the Supervisory Board shall include, in particular, the following matters:</i></p> <p>16) <i>Approval of motions of the Management Board of the Bank on the acquisition, encumbrance or disposal of real estate or a share in real estate, or the right of perpetual usufruct, provided that the value thereof exceeds 5,000,000 zlotys. In the remaining cases, the decision shall be made by the Management Board of the Bank without the need to obtain approval of the Supervisory Board, subject to § 18a,</i></p>	<p>§ 18(16)</p> <p><i>The powers of the Supervisory Board shall include, in particular, the following matters:</i></p> <p>16) <i>Approving Management Board motions regarding the acquisition, encumbrance, or disposal of real estate, or an interest in real estate, or an interest in perpetual usufruct, if the value exceeds PLN 12,000,000. In all other cases, the decision shall be made by the Management Board or by persons authorised by the Management Board, without the need to obtain the consent of the Supervisory Board, subject to § 18a,</i></p>	<p>The amendment to the Articles of Association involves increasing the threshold above which the approval of the Management Board's motion regarding the acquisition, encumbrance, or disposal of real estate, an interest in real estate, or an interest in perpetual usufruct must be obtained from the Supervisory Board – from PLN 5 million to PLN 12 million.</p> <p>The amendment aims is to streamline the decision-making process concerning real estate matters.</p>

<p>§ 22(4)</p> <p><i>The Management Board of the Bank handles the affairs of and represents the Bank. Any issues that are not reserved – under legal regulations or the Articles of Association – for other governing bodies of the Bank shall fall under the purview of the Management Board of the Bank. Subject to § 18(16) and § 18a of the Bank’s Statute, purchasing, encumbering or disposing of real estate, a right of perpetual usufruct or a share in real estate or a share in a right of perpetual usufruct shall be reserved for the sole competence of the Management Board and shall not require a resolution of the General Meeting of Shareholders. Members of the Management Board of the Bank shall coordinate and supervise the activity of the Bank, pursuant to the delegation of duties adopted by the Management Board of the Bank and approved by the Supervisory Board.”</i></p>	<p>§ 22(4)</p> <p><i>The Management Board of the Bank handles the affairs of and represents the Bank. Any issues that are not reserved – under legal regulations or the Articles of Association – for other governing bodies of the Bank shall fall under the purview of the Management Board of the Bank. Subject to § 18(16) and § 18a of the Bank’s Articles of Association, the acquisition, encumbrance, or disposal of real estate, perpetual usufruct, or an interest in real estate or in perpetual usufruct falls within the competence of the Management Board of the Bank or persons authorised by the Management Board, without the need for a resolution of the General Meeting. Members of the Management Board of the Bank shall coordinate and supervise the activity of the Bank, pursuant to the delegation of duties adopted by the Management Board of the Bank and approved by the Supervisory Board.”</i></p>	<p>The amendment to the Articles of Association is correlated with the proposed amendment to § 18(16) of the Articles and is intended to enable the Management Board to delegate the authority to make decisions concerning real estate to persons designated by the Management Board, which is expected to streamline the decision-making process in such matters.</p>
<p>§ 18(18)</p> <p><i>The powers of the Supervisory Board shall include, in particular, the following matters:</i></p> <p><i>18) Approval of motions of the Management Board of the Bank regarding outsourcing on the basis of one or more legal transactions concluded with one entity in the period of consecutive 12 months and regarding outsourcing of the same type of activities, in cases where services with the value of not less than the equivalent of EUR 1,000,000 net, denominated in the Polish currency, are contracted, based on the average exchange rate of the Polish currency against euro,</i></p>	<p>§ 18(18)</p> <p><i>The powers of the Supervisory Board shall include, in particular, the following matters:</i></p> <p><i>18) Approving Management Board motion concerning the conclusion of outsourcing agreements, where the remuneration for services provided under such outsourcing agreement – either individually or jointly with other outsourcing agreements of the same type concluded with the same entity – exceeds PLN 10,000,000 net per annum, as well as Management Board motions concerning amendments to outsourcing agreements that increase the remuneration beyond the amount specified above,</i></p>	<p>The amendment is intended to define the competence of the Supervisory Board with regard to outsourcing approvals in a manner analogous to the provisions of § 18a of the Bank’s Articles of Association, which implements statutory rules on the management of state assets with respect to legal, advisory, and marketing service agreements.</p> <p>The proposal also includes an increase in the monetary threshold above which the Supervisory Board’s approval is required – from EUR 1 million to PLN 10 million – taking into account the size and nature of the Bank’s operations.</p>

<p><i>published by the NBP on the date preceding the date of approval of the motion,</i></p>		
<p>§ 18(28)</p> <p><i>The powers of the Supervisory Board shall include, in particular, the following matters:</i></p> <p><i>28) selecting an audit firm to audit the financial statements.</i></p>	<p>§ 18(28)</p> <p><i>The powers of the Supervisory Board shall include, in particular, the following matters:</i></p> <p><i>28) selection of the audit firm for the audit of financial statements or assurance of sustainability reporting.</i></p>	<p>The purpose of the amendment is to grant the Supervisory Board the authority to select the audit firm responsible for auditing the financial statements or providing assurance over sustainability reporting, thereby supplementing the Supervisory Board's existing competence to appoint the audit firm for the audit of financial statements.</p> <p>The amendment is permissible under Article 66(4) of the Accounting Act, which states that the body approving the financial statements of the entity shall appoint the audit firm to conduct the audit of financial statements and the audit firm to provide assurance over sustainability reporting, unless the articles of association, agreement, or other binding legal provisions provide otherwise.</p>
<p>§ 6(1)(32)</p> <p><i>Conducting brokerage activities,</i></p>	<p>§ 6(1)(32)</p> <p><i>32) Conducting brokerage activities by performing the following activities referred to in Article 69(2) and (4) of the Act on Trading in Financial Instruments:</i></p> <p><i>a) approval and transfer of orders for the purchase or sale of financial instruments,</i></p> <p><i>b) execution of orders referred to in letter a on the account of a order giver,</i></p> <p><i>c) purchasing or disposing financial instruments on the bank's own account,</i></p> <p><i>d) investment advisory services,</i></p> <p><i>e) offering of financial instruments,</i></p> <p><i>f) providing services in the performance of concluded underwriting agreements or concluding and performing other agreements of a similar nature, if their subject is financial instruments,</i></p>	<p>The amendment brings the Articles of Association in line with the requirement of the Banking Law, according to which the Bank's Articles of Association must specify in detail the Bank's object of activity and its scope, including an indication of the activities referred to in:</p> <ul style="list-style-type: none"> - Article 69(2) of the Trading Act, which the Bank performs under the terms of Article 111 of that Act, or - Article 69(4) of the Trading Act (regardless of the rules for their execution). <p>Accordingly, the proposed amendment seeks to explicitly set out the activities specified in the two aforementioned provisions that the Bank carries out under the terms of Article 111 of the Trading Act, i.e. as part of the operations of its Brokerage House, and which the Bank was already authorised to perform prior to the legislative amendments introduced by the Amending Act.</p> <p>At the same time, the amendment expands the Bank's scope of business activities to include the activities described in the proposed § 6(1)(32)(k)–(m) of the Articles of Association.</p> <p>With regard to § 6(1)(32)(a)–(j), the Bank obtained the approval of the Polish Financial Supervision Authority for the</p>

	<p><i>g) storing or keeping a record of financial instruments, including the maintenance of securities accounts, derivative accounts and collective accounts and the maintenance of cash accounts, as well as the maintenance of cash accounts and the keeping of records of financial instruments,</i></p> <p><i>h) foreign exchange operations, where they are related to brokerage activities as specified in Article 69(2) of the Act on Trading in Financial Instruments,</i></p> <p><i>i) preparing investment analyses, financial analyses, and other general recommendations on transactions in relation to financial instruments,</i></p> <p><i>j) providing additional services related to the underwriting agreement,</i></p> <p><i>k) management of portfolios, which include one or more financial instruments,</i></p> <p><i>l) advising companies on capital structure, corporate strategy or other issues related to such structure or strategy,</i></p> <p><i>m) consulting and other services in mergers, demergers and acquisitions.</i></p>	<p>amendments to the Articles of Association, as set out in the decision dated 25 October 2024.</p> <p>With regard to § 6(1)(32)(k)–(m), the Bank obtained the approval of the Polish Financial Supervision Authority for the amendments to the Articles of Association, as set out in the decision dated 10 September 2024.</p>
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<p>§ 27(5)</p> <p>5. <i>The redemption of shares requires the approval of the Polish Financial Supervision Authority.</i></p>	<p>§ 27(5)</p> <p>5. <i>The prior consent of the Polish Financial Supervision Authority is required for:</i></p> <p>1) <i>the reduction, redemption, or repurchase of Common Equity Tier I capital instruments,</i></p> <p>2) <i>the reduction, distribution, or reclassification to another item of own funds of the share premium related to own funds instruments,</i></p> <p>3) <i>the issuance of a call for sale, redemption, repayment, or repurchase of Additional Tier I instruments or Tier II instruments prior to their contractual maturity.</i></p>	<p>The amendment reflects, as expected by the Polish Financial Supervision Authority, the requirement under Articles 77 and 78 of the CRR to obtain supervisory body's approval for the acquisition of the bank's own shares for redemption.</p> <p>The Bank obtained the approval of the Polish Financial Supervision Authority for the above amendment to the Articles of Association, as set out in the decision dated 25 October 2024.</p>
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Appendices:

1. Model of anonymisation of ID card and passport.
2. The shareholders' ability to participate, the rules and way of participating in the General Meeting by means of electronic communication.
3. Draft Resolutions of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna for the Financial Year 2024.

Management Board of the Bank