

**Draft resolutions of the Ordinary General Meeting
of Bank Polska Kasa Opieki Spółka Akcyjna for the financial year 2024**

Re. point 2 of the agenda:

Resolution No. ...
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
on the election of the Chairperson of the Ordinary General Meeting
of Bank Polska Kasa Opieki Spółka Akcyjna

§ 1.

Acting pursuant to Article 409 § 1 of the Code of Commercial Companies and § 6(1) of the Regulations of the General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting elects as 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 of 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 Code of Commercial Companies and § 6(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 Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
on the adoption of the agenda of the Ordinary General Meeting
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 Bank Polska Kasa Opieki Spółka Akcyjna, pursuant to Article 402¹ of the Code of Commercial Companies.

§ 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 will be based on the above agenda. Pursuant to Article 404 § 1 of the Code of Commercial Companies, no resolution may be adopted in matters not included in the agenda, unless the entire share capital is represented at the General Meeting, and no one present has objected to adopting the resolution. Pursuant to § 9(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 Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
on the approval of the Report on the Activities of the Bank Pekao S.A. Capital Group
for 2024 (prepared jointly with the Report on the Activities of Bank Pekao S.A.)”

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

§ 1.

The “Report on the activities of the Bank Pekao S.A. Capital Group for 2024 (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 of the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna regarding approval of the “Report on the activities of the Bank Pekao S.A. Capital Group for 2024 (prepared jointly with the Report on the activities of Bank Pekao S.A.)”.

Pursuant to Article 395 § 2(1) and § 5 of the Code of Commercial Companies, the subject of the Ordinary General Meeting 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 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 Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
on the approval of the “Standalone Financial Statements of Bank Pekao S.A.
for the year ended 31 December 2024”

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

§ 1.

The “Standalone Financial Statements of Bank Pekao S.A. for the year ended 31 December 2024”, comprising:

- a) the statement of financial standing as at 31 December 2024, showing total assets and liabilities and equity of PLN 319,251 million (in words: three hundred and nineteen billion, two hundred and fifty-one million zloty),
- b) the statement of comprehensive income for the financial year ended 31 December 2024, showing a total income of PLN 6,568 million (in words: six billion, five hundred and sixty-eight million zloty),
- c) the profit and loss account for the financial year ended 31 December 2024, showing a net profit of PLN 6,425 million (in words: six billion, four hundred and twenty-five million zloty),
- d) the statement of changes in equity for the financial year ended 31 December 2024, showing an increase in equity by PLN 1,529 million (in words: one billion, five hundred and twenty-nine million zloty),
- e) the cash flow statement for the financial year ended 31 December 2024, showing a decrease in net cash by PLN 591 million (in words: five hundred and ninety-one million zloty),
- f) explanatory notes, comprising a description of significant accounting policies and other information is hereby approved.

§ 2.

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

Justification of the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on approval of the “Standalone Financial Statements of Bank Pekao S.A. for the year ended 31 December 2024”.

Pursuant to Article 395 § 2(1) of the Code of Commercial Companies, the subject of the Ordinary General Meeting should be the consideration and approval of the company’s financial statements. The need to approve these documents by the General Meeting also results from the Accounting Act of 29 September 1994. The data contained in the “Standalone Financial Statements of Bank Pekao S.A. for the year ended 31 December 2024” have been reviewed by the auditor and evaluated by the Supervisory Board of the Bank.

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

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
on the approval of the “Consolidated Financial Statements of the Bank Pekao S.A. Capital Group for
the year ended 31 December 2024”

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

§ 1.

The “Consolidated Financial Statements of the Bank Pekao S.A. Capital Group for the year ended 31 December 2024” are hereby approved and comprise the following:

- a) the consolidated statement of financial standing as at 31 December 2024, showing total assets and liabilities and equity of PLN 334,242 million (in words: three hundred and thirty-four billion, two hundred and forty-two million zloty),
- b) the consolidated statement of comprehensive income for the financial year ended 31 December 2024, showing a total income of PLN 6,528 million (in words: six billion, five hundred and twenty-eight million zloty),
- c) the consolidated profit and loss account for the financial year ended 31 December 2024, showing a net profit of PLN 6,379 million (in words: six billion, three hundred and seventy-nine million zloty),
- d) the consolidated statement of changes in equity for the financial year ended 31 December 2024, showing an increase in equity by PLN 1,486 million (in words: one billion, four hundred and eighty-six million zloty),
- e) the consolidated cash flow statement for the financial year ended 31 December 2024, showing a decrease in net cash by PLN 446 million (in words: four hundred and forty-six million zloty),
- 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.

Justification of the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on approval of the “Consolidated Financial Statements of the Bank Pekao S.A. Capital Group for the year ended 31 December 2024”.

Pursuant to Article 395 § 5 of the Code of Commercial Companies, the subject of the Ordinary General Meeting should be the consideration and approval of the capital group’s financial statements. The need to approve these documents by the General Meeting also results from the Accounting Act of 29 September 1994. The data contained in the “Consolidated Financial Statements of Bank Pekao S.A. Capital Group for the year ended 31 December 2024” have been reviewed by the auditor and evaluated by the Supervisory Board of the Bank.

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

Resolution No. ...
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
on the distribution of profit of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 395 § 2(2) of the Code of Commercial Companies and § 13(2), § 30(4) and § 33(1) of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1

The Ordinary General Meeting establishes a reserve capital earmarked for dividend payments, including interim dividends (the "dividend capital"), and authorises the Management Board to allocate it for the purpose of interim dividend payments, in accordance with Article 349 § 2 of the Code of Commercial Companies and § 33a(2) of the Bank's Statute.

§ 2

The net profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2024, amounting to PLN 6,425,329,177.35 (in words: six billion, four hundred and twenty-five million, three hundred and twenty-nine thousand, one hundred and seventy-seven zloty, 35/100), shall be allocated as follows:

- 1) the amount of PLN 3,307,122,428.40 (in words: three billion, three hundred and seven million, one hundred and twenty-two thousand, four hundred and twenty-eight zloty, 40/100) shall be allocated for the payment of dividends;
- 2) the amount of PLN 1,511,827,395.84 (in words: one billion, five hundred and eleven million, eight hundred and twenty-seven thousand, three hundred and ninety-five zloty, 84/100) shall be allocated to the dividend capital;
- 3) the amount of PLN 1,606,379,353.11 (in words: one billion, six hundred and six million, three hundred and seventy-nine thousand, three hundred and fifty-three zloty, 11/100) shall be allocated to the reserve capital.

§ 3

The dividend amount per share is PLN 12.60 (in words: twelve zloty, 60/100).

§ 4

The dividend date is 7 May 2025.

§ 5

The dividend payment date is 23 May 2025.

§ 6

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

Justification of the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the distribution of profit of Bank Polska Kasa Opieki Spółka Akcyjna.

The Management Board of the Bank proposes to distribute the profit taking 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.

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

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
regarding the approval of the “Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2024 along with assessments and opinions prepared in accordance with regulatory requirements”

Acting pursuant to Article 395 § 5 in conjunction with Article 382 § 3¹ of the Code of Commercial Companies and § 13(3) of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of the Bank hereby resolves as follows:

§ 1.

It approves the “Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2024 along with assessments and opinions prepared in accordance with regulatory requirements” attached as an appendix to this Resolution.

§ 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 the approval of the “Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2024 along with assessments and opinions prepared in accordance with regulatory requirements”.

The Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2024 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 Supervisory Board of the Bank, attached to this report (“Report”), is considered and approved by the General Meeting in accordance with § 13(3) of the Bank’s Statute. The Report has been prepared in accordance with Article 382 § 3¹ of the Code of Commercial Companies 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 Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025

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 Article 395 § 5 of the Code of Commercial Companies, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59(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 **Mr Andrzej Klesyk** – Chairman of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability.

§ 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 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(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 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 Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025

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 Article 395 § 5 of the Code of Commercial Companies, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59(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 **Mr Artur Nowak-Far** – Deputy Chairman of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability.

§ 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 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(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 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 Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025

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 Article 395 § 5 of the Code of Commercial Companies, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59(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 **Mr Bartosz Grześkowiak** – Deputy Chairman of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability.

§ 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 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(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 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 Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025

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 Article 395 § 5 of the Code of Commercial Companies, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59(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 **Mr Krzysztof Czeszejko-Sochacki** – Member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability.

§ 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 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(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 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 Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025

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 Article 395 § 5 of the Code of Commercial Companies, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59(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 **Mr Jacek Nieścior** – Member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability.

§ 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 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(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 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 Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025

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 Article 395 § 5 of the Code of Commercial Companies, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59(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 **Ms Magdalena Joanna Dziewguć** – Deputy 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 of 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(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 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 Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025

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 Article 395 § 5 of the Code of Commercial Companies, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59(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 **Mr Mariusz Jaszczyk** – Member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability.

§ 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 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(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 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 Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025

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 Article 395 § 5 of the Code of Commercial Companies, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59(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 **Mr Radosław Niedzielski** – Member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability.

§ 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 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(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 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 Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025

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 Article 395 § 5 of the Code of Commercial Companies, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59(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 **Mr Witold Walkowiak**– Member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability.

§ 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 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(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 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
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025

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 Article 395 § 5 of the Code of Commercial Companies, 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 composed of:

1. Klesyk Andrzej – Chairman of the Supervisory Board
2. Grześkowiak Bartosz – Deputy Chairman of the Supervisory Board
3. Nowak–Far Artur – Deputy Chairman of the Supervisory Board
4. Dzięguć Magdalena Joanna – Secretary of the Supervisory Board
5. Czeszejko–Sochacki Krzysztof – Member of the Supervisory Board
6. Jaszczyk Mariusz – Member of the Supervisory Board
7. Niedzielski Radosław – Member of the Supervisory Board
8. Nieścior Jacek – Member of the Supervisory Board
9. Walkowiak Witold – Member of the Supervisory Board

by approving its self-assessment of collective suitability.

§ 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 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(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 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 Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1

Mr Leszek Skiba – President of the Management Board of the Bank from 1 January until 8 May 2024
– 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 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

The Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna, considering that irregularities in the HR area have been identified as a result of the Bank's activity review, does not recommend that the Ordinary General Meeting of the Bank adopt a resolution on the granting of discharge to Mr Leszek Skiba, President of the Management Board of the Bank, for the performance of his duties in 2024, until the disclosed irregularities are clarified within the framework of ongoing legal proceedings.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1

Mr Marcin Gadomski – Vice-President of the Management Board of the Bank from 1 January 2024 until 31 December 2024 – 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 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1

Mr Piotr Zborowski – Vice-President of the Management Board of the Bank from 1 January 2024 until 8 May 2024 – 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 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

The Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna, considering that irregularities in the HR area have been identified as a result of the Bank's activity review, does not recommend that the Ordinary General Meeting of the Bank adopt a resolution on the granting of discharge to Mr Piotr Zborowski, Vice-President of the Management Board of the Bank, for the performance of his duties in 2024, until the disclosed irregularities are clarified within the framework of ongoing legal proceedings.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1

Mr Jerzy Kwieciński – Vice-President of the Management Board of the Bank from 1 January 2024 until 8 May 2024 – 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 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1

Ms Magdalena Zmitrowicz – Vice-President of the Management Board of the Bank from 1 January 2024 until 26 September 2024 – 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 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1

Mr Jarosław Fuchs – Vice-President of the Management Board of the Bank from 1 January 2024 until 8 May 2024 – 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 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1

Mr Wojciech Werochowski – Vice-President of the Management Board of the Bank from 1 January 2024 until 8 May 2024 – 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 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1

Mr Błażej Szczecki – Vice-President of the Management Board of the Bank from 1 January 2024 until 31 December 2024 – 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 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1

Mr Paweł Strączyński – Vice-President of the Management Board of the Bank from 1 January 2024 until 8 May 2024 – 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 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1

Mr Cezary Stypułkowski – Vice-President of the Management Board of the Bank in charge of the Management Board from 5 October until 7 November 2024, President of the Management Board of the Bank from 8 November until 31 December 2024 – 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 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1

Mr Robert Sochacki – Member of the Supervisory Board delegated to temporarily perform the duties of Vice-President from 9 May 2024 until 9 July 2024, Vice-President of the Management Board of the Bank managing the work of the Management Board from 10 July 2024 until 4 October 2024, and Vice-President of the Management Board of the Bank from 5 October 2024 until 31 December 2024 – 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 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1

Ms Dagmara Wojnar – Vice-President of the Management Board of the Bank from 18 July 2024 until 31 December 2024 – 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 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1

Ms Anna Wawrzyńczak-Palynyczak – Member of the Supervisory Board delegated to temporarily perform the duties of Vice-President of the Management Board of the Bank from 9 May 2024 until 4 October 2024 – 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 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1

Mr Marcin Zygmanski – Vice-President of the Management Board of the Bank from 2 November 2024 until 31 December 2024 – 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 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Re. point 10 sub-point 8) of the agenda:

Resolution No. ...
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1.

Ms Beata Kozłowska-Chyla – Chairwoman of the Supervisory Board of the Bank from 1 January 2024 until 17 April 2024 – is granted discharge.

§ 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 the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No. ...
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1.

Ms Małgorzata Sadurska – Chairwoman of the Supervisory Board of the Bank from 1 January 2024 until 17 April 2024 – is granted discharge.

§ 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 the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No. ...
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1.

Mr Stanisław Ryszard Kaczoruk – Secretary of the Supervisory Board of the Bank from 1 January 2024 until 17 April 2024 – is granted discharge.

§ 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 the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No. ...
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1.

Mr Marcin Izdebski – Member of the Supervisory Board of the Bank from 1 January 2024 until 17 April 2024 – is granted discharge.

§ 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 the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No. ...
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1.

Ms Sabina Bigos–Jaworowska – Member of the Supervisory Board of the Bank from 1 January 2024 until 17 April 2024 – is granted discharge.

§ 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 the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No. ...
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1.

Mr Michał Kaszyński – Member of the Supervisory Board of the Bank from 1 January 2024 until 17 April 2024 – is granted discharge.

§ 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 the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No. ...
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1.

Mr Marian Majcher – Member of the Supervisory Board of the Bank from 1 January 2024 until 17 April 2024 – is granted discharge.

§ 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 the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No. ...
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1.

Mr Krzysztof Czeszejko-Sochacki – Member of the Supervisory Board of the Bank from 18 April 2024 until 31 December 2024 – is granted discharge.

§ 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 the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No. ...
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1.

Mr Jacek Nieścior – Member of the Supervisory Board of the Bank from 18 April 2024 until 31 December 2024 – is granted discharge.

§ 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 the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No. ...
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1.

Mr Radosław Niedzielski – Member of the Supervisory Board of the Bank from 18 April 2024 until 31 December 2024 – is granted discharge.

§ 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 the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No. ...
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1.

Mr Artur Nowak-Far – Member of the Supervisory Board of the Bank from 18 April 2024 to 21 April 2024 and Deputy Chairman of the Supervisory Board from 22 April 2024 until 31 December 2024 – is granted discharge.

§ 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 the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No. ...
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1.

Ms Magdalena Joanna Dziejguć – Member of the Supervisory Board of the Bank from 28 November 2024 until 31 December 2024 – is granted discharge.

§ 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 the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No. ...
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1.

Mr Witold Walkowiak – Member of the Supervisory Board of the Bank from 6 September 2024 until 31 December 2024 – is granted discharge.

§ 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 the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No. ...
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1.

Mr Robert Sochacki – Member of the Supervisory Board of the Bank from 18 April 2024 until 8 May 2024 – is granted discharge.

§ 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 the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No. ...
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1.

Ms Anna Wawrzyńczak-Palynyczak – Member of the Supervisory Board of the Bank from 18 April 2024 to 21 April 2024 and Secretary of the Supervisory Board from 22 April 2024 until 8 May 2024 and from 5 October 2024 until 18 December 2024 – is granted discharge.

§ 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 the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No. ...
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1.

Mr Bartosz Grześkowiak – Member of the Supervisory Board of the Bank from 18 April 2024 to 21 April 2024 and Deputy Chairman of the Supervisory Board from 22 April 2024 until 31 December 2024 – is granted discharge.

§ 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 the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Resolution No. ...
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024

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

§ 1.

Mr Artur Olech – Member of the Supervisory Board of the Bank from 18 April 2024 to 21 April 2024 and Chairman of the Supervisory Board from 22 April 2024 until 31 December 2024 – is granted discharge.

§ 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 the granting of discharge to a member of the Supervisory Board of the Bank for the performance of their duties in year 2024.

Pursuant to Article 395 § 2(3) of the Code of Commercial Companies, 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.

Re. point 11 of the agenda:

Resolution No. ...
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025

on the evaluation of the remuneration policy of Bank Polska Kasa Opieki Spółka Akcyjna in 2024

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

§ 1.

Having reviewed the “Report on the evaluation of the functioning of the Bank’s Remuneration Policy in 2024” 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 of 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 2024.

Pursuant to § 18(19) of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, in conjunction with § 28(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 2024 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 2024”. In accordance with § 28(4) of the Corporate Governance Principles for Supervised Institutions, the decision-making authority assesses whether the established remuneration policy fosters the development and safety of the supervised institution.

In 2024, 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 Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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 2024"

Acting pursuant to Article 395 § 2¹ of the Code of Commercial Companies and Article 90g(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 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 2024".

§ 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 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 2024".

Pursuant to Article 395 § 2¹ of the Code of Commercial Companies and Article 90g(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 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 Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025

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 to § 13(18) of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna and Recommendation 8.9 incorporated in "Recommendation Z" of the Polish Financial Supervision Authority concerning the principles of internal governance in banks, the Ordinary General Meeting of Shareholders, based on 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 operations in 2024" and the following documents:

- 1) Statute of Bank Polska Kasa Opieki Spółka Akcyjna,
- 2) Regulations of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna,
- 3) Regulations of the Nomination and Remuneration Committee of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna,
- 4) Regulations of the Audit Committee of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna,
- 5) Regulations of the Risk Committee of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna,

resolves as follows:

§ 1.

The Ordinary 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 2024 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 incorporated 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 assesses 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 2024, submitted by the Supervisory Board of the Bank.

Re. point 15 of the agenda:

Resolution No.

of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna

dated 2025

on amending the Statute 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 Code of Commercial Companies and § 13(8) of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of the Bank hereby resolves as follows:

§ 1.

The Statute of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that:

1) § 6(1)(29) shall have the following wording:

“29) 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,”;

2) Point 33a) shall be added to § 6(1), to read as follows:

“33a) Consumer credit intermediation,”.

§ 2.

Pursuant to Article 430 § 5 of the Code of Commercial Companies, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorised to determine the consolidated text of the amended Statute 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 Statute 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 Code of Commercial Companies, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

Justification of the resolution of the Ordinary General Meeting of the Bank on amending the Bank’s Articles of Association.

The amendment to § 6(1)(29) of the Statute is of a technical nature and concerns the clarification of the title of the referenced act.

The addition of a new § 6(1)(33a) 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.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025

on amending the Statute 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 Code of Commercial Companies and § 13(8) of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of the Bank hereby resolves as follows:

§ 1.

The Statute of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that:

1) § 18(16) shall read as follows:

“16) 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,”;

2) § 22(4) shall read as follows:

“4. 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 Statute – 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 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 Bank’s Management Board 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.”

§ 2.

Pursuant to Article 430 § 5 of the Code of Commercial Companies, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorised to determine the consolidated text of the amended Statute 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 Statute 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 Code of Commercial Companies, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

Justification of the resolution of the Ordinary General Meeting of the Bank on amending the Bank’s Articles of Association.

The amendments to the Statute aim to increase 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. The amendments also allow the Management Board of the Bank to delegate the authority to make decisions concerning real estate to persons designated by the Management Board.

These changes are intended to streamline the decision-making process in matters relating to real estate.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025

on amending the Statute 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 Code of Commercial Companies and § 13(8) of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of the Bank hereby resolves as follows:

§ 1.

The Statute of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that § 18(18) shall read as follows:

“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.”.

§ 2.

Pursuant to Article 430 § 5 of the Code of Commercial Companies, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorised to determine the consolidated text of the amended Statute 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 Statute 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 Code of Commercial Companies, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

Justification of the resolution of the Ordinary General Meeting of the Bank on amending the Bank's Statute.

The amendment to the Statute 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 Statute, which implements statutory rules on the management of state assets with respect to legal, advisory, and marketing service agreements.

The amendment 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.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025

on amending the Statute 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 Code of Commercial Companies and § 13(8) of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of the Bank hereby resolves as follows:

§ 1.

The Statute of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that § 18(28) shall read as follows:

“28) selection of the audit firm for the audit of financial statements or assurance of sustainability reporting.”

§ 2.

Pursuant to Article 430 § 5 of the Code of Commercial Companies, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorised to determine the consolidated text of the amended Statute 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 Statute 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 Code of Commercial Companies, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

Justification of the resolution of the Ordinary General Meeting of the Bank on amending the Bank’s Statute.

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.

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 statute, agreement, or other binding legal provisions provide otherwise.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025

on amending the Statute 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 Code of Commercial Companies and § 13(8) of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of the Bank hereby resolves as follows:

§ 1.

The Statute of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that:

1) § 6(1)(32) shall read as follows:

“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:

- a) approval and transfer of orders for the purchase or sale of financial instruments,*
- b) execution of orders referred to in letter a on the account of a order giver,*
- c) purchasing or disposing financial instruments on the bank’s own account,*
- d) investment advisory services,*
- e) offering of financial instruments,*
- 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,*
- 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,*
- 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) preparing investment analyses, financial analyses, and other general recommendations on transactions in relation to financial instruments,*
- j) providing additional services related to the underwriting agreement,*
- k) management of portfolios, which include one or more financial instruments,*
- l) advising companies on capital structure, corporate strategy or other issues related to such structure or strategy,*
- m) consulting and other services in mergers, demergers and acquisitions.”*

2) § 27(5) shall read as follows:

“5. The prior consent of the Polish Financial Supervision Authority is required for:

- 1) the reduction, redemption, or repurchase of Common Equity Tier I capital instruments,*
- 2) the reduction, distribution, or reclassification to another item of own funds of the share premium related to own funds instruments,*
- 3) 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.*

§ 2.

Pursuant to Article 430 § 5 of the Code of Commercial Companies, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorised to determine the consolidated text of the amended Statute of Bank Polska Kasa Opieki Spółka Akcyjna.

§ 3.

The resolution enters into force as of the date of its adoption, however, the amendment to the Statute 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 Code of Commercial Companies.

Justification of the resolution of the Ordinary General Meeting of the Bank on amending the Bank's Statute.

The amendment to § 6(1)(32) of the Statute aims to align the Articles with the requirements of the Banking Law, which stipulates that a bank's Statute must specify in detail the scope and subject of the bank's business activities, including the activities referred to in Article 69(2) of the Act on Trading in Financial Instruments that the bank performs pursuant to Article 111 of that Act, or Article 69(4) thereof. 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.

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 Statute.

The amendment to § 27(5) of the Statute, in turn, is intended to reflect, in a manner consistent with the expectations of the Polish Financial Supervision Authority, the requirement under Articles 77 and 78 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, concerning the requirement to obtain the consent of the Polish Financial Supervision Authority for the acquisition by the Bank of its own shares for the purpose of their redemption.

The Bank has obtained the approvals of the Polish Financial Supervision Authority for the amendments to the Statute covered by this resolution, as confirmed in the PFSA's decisions dated 25 October 2024 and 10 September 2024.