

Attachment – Draft Resolution

Item 10, sub-item 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**

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

§ 1.

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

- 1) PLN 4,818,949,824.24 (in words: four billion eight hundred eighteen million nine hundred forty-nine thousand eight hundred twenty-four zlotys and 24/100) to dividend distribution,
- 2) PLN 1,606,379,353.11 (in words: one billion six hundred six million three hundred seventy-nine thousand three hundred fifty-three zlotys and 11/100) to the reserve capital.

§ 2.

The dividend per share is set at PLN 18.36 (in words: eighteen zlotys and 36/100).

§ 3.

The dividend record date shall be 7 May 2025.

§ 4.

The dividend payment date shall be 23 May 2025.

§ 5.

This resolution shall come into force upon its adoption.

Statement of reasons for the Resolution of the Ordinary General Meeting on the Distribution of Profit of Bank Polska Kasa Opieki Spółka Akcyjna

Pursuant to Article 401 § 4 of the Commercial Companies Code, a shareholder or shareholders of a public company representing at least one-twentieth of the share capital may, prior to the date of the General Meeting, submit to the company, in writing or via electronic communication, draft resolutions concerning matters already placed on the agenda or matters to be added to the agenda of the General Meeting.



In view of the foregoing, acting on behalf of Polski Fundusz Rozwoju S.A., with its registered office in Warsaw (“**PFR**”), a shareholder of Bank Polska Kasa Opieki S.A. with its registered office in Warsaw (“**Bank**”), holding 12.80% of the Bank’s share capital and voting rights at the General Meeting, we hereby submit a draft resolution concerning item 10, sub-item 4) of the agenda of the Ordinary General Meeting of the Bank, on the distribution of the Bank’s profit for the year 2024. The proposed resolution assumes an increase in the dividend payout to the maximum level allowed by law and the recommendations of the Polish Financial Supervision Authority (“**PFSA**”), i.e., up to 75% of the Bank’s net profit for the 2024 financial year.

Taking into account (i) the current financial standing of the Bank, (ii) the macroeconomic environment, (iii) applicable legal provisions, and (iv) the PFSA’s criteria and requirements applicable to the Bank, enabling the payment of up to 75% of the 2024 profit as a dividend, PFR considers it justified to distribute a dividend amounting to 75% of the Bank’s net profit for the year 2024.

