

Resolutions not adopted by the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna of 24 April 2025

Resolution No. 6
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 24 April 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.

After the ballot had been taken, the Chairman announced that in secret ballot on the above mentioned resolution the number of shares was 179 730 853 shares, from which the total number of 179 730 853 valid votes were cast, representing 70,19 % of shares in the share capital:

- 88 632 913 votes were cast for adoption of the resolution,
- 88 758 180 votes were cast against the resolution,
- 2 339 760 votes abstained.

The Chairman of the Meeting stated that the proposed resolution was not adopted.

Resolution No. 19
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 24 April 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.

After the ballot had been taken, the Chairman announced that in secret ballot on the above mentioned resolution the number of shares was 179 730 852 shares, from which the total number of 179 730 852 valid votes were cast, representing 68,48% of shares in the share capital:

- 73 978 978 votes were cast for adoption of the resolution,
- 0 votes were cast against the resolution,
- 105 751 874 votes abstained.

The Chairman of the Meeting stated that the proposed resolution was not adopted.

Resolution No.21
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 24 April 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.

After the ballot had been taken, the Chairman announced that in secret ballot on the above mentioned resolution the number of shares was 179 730 852 shares, from which the total number of 179 730 852 valid votes were cast, representing 68,48% of shares in the share capital:

- 73 978 978 votes were cast for adoption of the resolution,
- 0 votes were cast against the resolution,
- 105 751 874 votes abstained.

The Chairman of the Meeting stated that the proposed resolution was not adopted.

Resolution No.54
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 24 April 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.

After the ballot had been taken, the Chairman announced that in secret ballot on the above mentioned resolution the number of shares was 179 730 852 shares, from which the total number of 179 730 852 valid votes were cast, representing 70,19 % of shares in the share capital:

- 130 471 425 votes were cast for adoption of the resolution,
- 31 550 052 votes were cast against the resolution,
- 17 709 375 votes abstained.

The Chairman of the Meeting stated that the proposed resolution was not adopted.

Resolution No.55
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 24 April 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.

After the ballot had been taken, the Chairman announced that in secret ballot on the above mentioned resolution the number of shares was 179 730 852 shares, from which the total number of 179 730 852 valid votes were cast, representing 68,48 % of shares in the share capital:

- 130 471 425 votes were cast for adoption of the resolution,
- 31 550 052 votes were cast against the resolution,
- 17 709 375 votes abstained.

The Chairman of the Meeting stated that the proposed resolution was not adopted.