

**Draft resolutions of the Ordinary General Meeting  
of Bank Polska Kasa Opieki Spółka Akcyjna for the financial year 2023**

**Re. point 2 of the agenda**

Resolution No. ...  
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna  
dated .... 2024  
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 Commercial Companies Code and § 6 paragraph 1 of the Regulations of the General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting elects ..... as the 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 Commercial Companies Code and § 6 paragraph 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 .... 2024  
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 402<sup>1</sup> of the Commercial Companies Code.

§ 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 Commercial Companies Code, 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 paragraph 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 ..... 2024  
regarding approval of the "Report on the activities of the Bank Pekao S.A. Capital Group for 2023  
(prepared together with the Report on the activities of Bank Pekao S.A.)"

Acting pursuant to Article 393 point 1) and Article 395 § 2 point 1) of the Commercial Companies Code and § 13 point 1) and § 13 point 5) of the Articles of Association 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 2023 (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. Group for 2023 (prepared jointly with the Report on the Activities of Bank Pekao S.A.)".**

Pursuant to Article 395 § 2 point 1) and § 5 of the Commercial Companies Code, 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 September 29, 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 ..... 2024  
on the approval of the "Standalone Financial Statements of Bank Pekao S.A.  
for the year ended December 31, 2023"

Acting pursuant to Article 393 point 1) and Article 395 § 2 point 1) of the Commercial Companies Code and § 13 point 1) of the Articles of Association 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 December 31, 2023", comprising:

- a) the statement of financial standing as at December 31, 2023, showing total assets and liabilities and equity of PLN 294,477 million (in words: two hundred and ninety-four billion four hundred and seventy-six million),
- b) the statement of comprehensive income for the financial year ended December 31, 2023, showing a total income of PLN 9,128 million (in words: nine billion one hundred and twenty-eight million),
- c) the profit and loss account for the financial year ended December 31, 2023, showing a net profit of PLN 6,718 million (in words: six billion seven hundred and eighteen million),
- d) the statement of changes in equity for the financial year ended December 31, 2023, showing an increase in equity by PLN 7,706 million (in words: seven billion seven hundred and six million),
- e) the cash flow statement for the financial year ended December 31, 2023, showing a decrease in net cash by PLN 3,375 million (in words: three billion three hundred seventy-five million),
- 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 "Standalone Financial Statements of Bank Pekao S.A. for the year ended December 31, 2023".**

Pursuant to Article 395 § 2 point 1) of the Commercial Companies Code, 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 September 29, 1994. The data contained in the "Standalone Financial Statements of Bank Pekao S.A. for the year ended December 31, 2023" have been reviewed by the auditor and evaluated by the Bank's Supervisory Board.

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

Resolution No. ...  
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna  
dated ... 2024  
on the approval of the "Consolidated Financial Statements of the Bank Pekao S.A. Capital Group for  
the year ended December 31, 2023"

Acting pursuant to Article 395 § 5 of the Commercial Companies Code and § 13 point 5 of the Articles of Association 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 December 31, 2023" are hereby approved and comprise the following:

- a) the consolidated statement of financial standing as of December 31, 2023, showing total assets and liabilities and equity of PLN 305,723 million (in words: three hundred and five billion seven hundred and twenty-three million),
- b) the consolidated statement of comprehensive income for the financial year ended December 31, 2023, showing a total income of PLN 8,990 million (in words: 8 billion nine hundred and ninety million),
- c) the consolidated profit and loss account for the financial year ended December 31, 2023, showing a net profit of PLN 6,580 million (in words: six billion five hundred and eighty million),
- d) the consolidated statement of changes in equity for the financial year ended December 31, 2023, showing an increase in equity by PLN 7,566 million (in words: seven billion five hundred and sixty-six million),
- e) the consolidated cash flow statement for the financial year ended December 31, 2023 showing a decrease in net cash by the amount of PLN 2,978 million (in words: two billion nine hundred and seventy-eight million),
- 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 December 31, 2023".**

Pursuant to Article 395 § 5 of the Commercial Companies Code, 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 September 29, 1994. The data contained in the "Consolidated Financial Statements of Bank Pekao S.A. Capital Group for the year ended December 31, 2023" have been reviewed by the auditor and evaluated by the Bank's Supervisory Board.

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

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

Acting pursuant to Article 395 § 2 point 2) of the Commercial Companies Code and § 13 point 2) and § 33 par. 1 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting hereby resolves as follows:

§ 1.

The undistributed part of the net profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2019 in the amount of PLN 1,685,057,618.28 (in words: one billion six hundred eighty-five million fifty-seven thousand six hundred and eighteen zlotys 28/100) is allocated to dividends,

§ 2.

The profit of Bank Polska Kasa Opieki Spółka Akcyjna for 2023 in the amount of PLN 6,718,134,911.22 (in words: six billion seven hundred and eighteen million one hundred and thirty-four thousand nine hundred and eleven zlotys 22/100) is divided as follows:

- 1) the amount of PLN 1,686,584,359.44 (in words: one billion six hundred eighty-six million five hundred eighty-four thousand three hundred fifty-nine zlotys 44/100) is allocated to reserve capital,
- 2) the amount of PLN 3,354,367,034.52 (in words: three billion three hundred fifty-four million three hundred sixty-seven thousand thirty-four zlotys 52/100) is allocated to dividends,
- 3) the remaining part of the profit in the amount of PLN 1,677,183,517.26 (in words: one billion six hundred and seventy-seven million one hundred and eighty-three thousand five hundred and seventeen zlotys 26/100) is left undistributed.

§ 3.

The amount of dividend per share is PLN 19.20 (nineteen zlotys 20/100).

§ 4.

The dividend date is April 24, 2024.

§ 5.

The dividend payment date is May 10, 2024.

§ 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 .... 2024  
regarding the approval of the "Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2023 along with assessments and opinions prepared in accordance with regulatory requirements"

Acting pursuant to Article 395 § 5 in conjunction with Article 382 § 3<sup>1</sup> of the Commercial Companies Code and § 13 point 3 of the Articles of Association 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 2023 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 2023, together 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 2023, together 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 Bank's Supervisory Board, attached to this report ("Report"), is considered and approved by the General Meeting in accordance with § 13 point 3 of the Articles of Association of the Bank. The Report has been prepared in accordance with Article 382 § 3<sup>1</sup> of the Commercial Companies Code 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 .... 2024

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 Commercial Companies Code, Recommendation 7.3 contained in “Recommendation Z concerning the principles of internal governance in banks” published by the Polish Financial Supervision Authority and § 59 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 January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Beata Kozłowska-Chyła** – 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 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 January 12, 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 .... 2024

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 Commercial Companies Code, Recommendation 7.3 contained in “Recommendation Z concerning the principles of internal governance in banks” published by the Polish Financial Supervision Authority and § 59 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 January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Joanna Dynysiuk** – 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 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 January 12, 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 .... 2024

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 Commercial Companies Code, Recommendation 7.3 contained in “Recommendation Z concerning the principles of internal governance in banks” published by the Polish Financial Supervision Authority and § 59 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 January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Małgorzata Sadurska** – 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 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 January 12, 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 .... 2024

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 Commercial Companies Code, Recommendation 7.3 contained in “Recommendation Z concerning the principles of internal governance in banks” published by the Polish Financial Supervision Authority and § 59 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 January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Stanisław Ryszard Kaczoruk** – Secretary of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving his 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 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 January 12, 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 .... 2024

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 Commercial Companies Code, Recommendation 7.3 contained in “Recommendation Z concerning the principles of internal governance in banks” published by the Polish Financial Supervision Authority and § 59 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 January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Marcin Izdebski** – Member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving his 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 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 January 12, 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 .... 2024

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 Commercial Companies Code, Recommendation 7.3 contained in “Recommendation Z concerning the principles of internal governance in banks” published by the Polish Financial Supervision Authority and § 59 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 January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Sabina Bigos-Jaworowska** – Member 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 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 January 12, 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 .... 2024

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 Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59 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 January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Justyna Głębiowska-Michalak** – Member 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 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 January 12, 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 .... 2024

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 Commercial Companies Code, Recommendation 7.3 contained in “Recommendation Z concerning the principles of internal governance in banks” published by the Polish Financial Supervision Authority and § 59 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 January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Michał Kaszyński** – Member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving his 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 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 January 12, 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 .... 2024

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 Commercial Companies Code, Recommendation 7.3 contained in “Recommendation Z concerning the principles of internal governance in banks” published by the Polish Financial Supervision Authority and § 59 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 January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Marian Majcher** – Member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving his 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 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 January 12, 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 .... 2024

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 Commercial Companies Code, 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 January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the collective suitability of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna composed of:

- 1) Mrs Beata Kozłowska-Chyła, Chairwoman of the Supervisory Board of Bank
- 2) Mrs Małgorzata Sadurska, Deputy Chairwoman of the Supervisory Board of Bank,
- 3) Mr Stanisław Ryszard Kaczoruk, Secretary of the Supervisory Board of Bank,
- 4) Mr Marcin Izdebski, Member of the Supervisory Board of Bank,
- 5) Ms Sabina Bigos-Jaworowska, Member of the Supervisory Board of Bank,
- 6) Mr Michał Kaszyński, Member of the Supervisory Board of Bank,
- 7) Mr Marian Majcher, Member of the Supervisory Board of Bank,

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 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 January 12, 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 .... 2024  
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 2023

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

§ 1.

**Leszek Skiba** – President of the Management Board of the Bank from January 1 until December 31, 2023 – 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 Management Board of the Bank for the performance of their duties in the year 2023.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, 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 .... 2024  
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 2023

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

§ 1.

**Marcin Gadomski** – Vice-President of the Management Board of the Bank from January 1 until December 31, 2023 – 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 Management Board of the Bank for the performance of their duties in the year 2023.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, 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 .... 2024  
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 2023

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

§ 1.

**Piotr Zborowski** – Vice-President of the Management Board of the Bank from January 1 until December 31, 2023 – 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 Management Board of the Bank for the performance of their duties in the year 2023.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, 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 .... 2024  
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 2023

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

§ 1.

**Jerzy Kwieciński** – Vice-President of the Management Board of the Bank from January 1 until December 31, 2023 – 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 Management Board of the Bank for the performance of their duties in the year 2023.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, 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 .... 2024  
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 2023

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

§ 1.

**Magdalena Zmitrowicz** – Vice-President of the Management Board of the Bank from January 1 until December 31, 2023 – 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 Management Board of the Bank for the performance of their duties in the year 2023.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, 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 .... 2024  
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 2023

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

§ 1.

**Jarosław Fuchs** – Vice-President of the Management Board of the Bank from January 1 until December 31, 2023 – 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 Management Board of the Bank for the performance of their duties in the year 2023.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, 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 .... 2024  
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 2023

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

§ 1.

**Wojciech Werochowski** – Vice-President of the Management Board of the Bank from January 1 until December 31, 2023 – 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 Management Board of the Bank for the performance of their duties in the year 2023.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, 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 .... 2024  
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 2023

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

§ 1.

**Błażej Szczecki** - Vice-President of the Management Board of the Bank from January 1 until December 31, 2023 – 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 Management Board of the Bank for the performance of their duties in the year 2023.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, 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 .... 2024  
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 2023

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

§ 1.

**Paweł Strączyński** – Vice-President of the Management Board of the Bank from January 1 until December 31, 2023 – 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 Management Board of the Bank for the performance of their duties in the year 2023.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, 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 .... 2024  
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 2023

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

§ 1.

**Beata Kozłowska-Chyła** – Chairwoman of the Supervisory Board of the Bank from January 1 until December 31, 2023 – 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 2023.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, 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 .... 2024  
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 2023

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

§ 1.

**Joanna Dynysiuk** – Deputy Chairwoman of the Supervisory Board of the Bank from January 1 until December 31, 2023 – 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 2023.**

Pursuant to Article 395 § 2 point 3) of the Commercial Companies Code, 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 .... 2024  
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 2023

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

§ 1.

**Małgorzata Sadurska** – Deputy Chairwoman of the Supervisory Board of the Bank from January 1 until December 31, 2023 – 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 2023.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, 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 .... 2024  
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 2023

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

§ 1.

**Stanisław Ryszard Kaczoruk** – Secretary of the Supervisory Board of the Bank from January 1 until December 31, 2023 – 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 2023.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, 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 .... 2024  
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 2023

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

§ 1.

**Marcin Izdebski** – Member of the Supervisory Board of the Bank from January 1 until December 31, 2023 – 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 2023.**

Pursuant to Article 395 § 2 point 3) of the Commercial Companies Code, 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 .... 2024  
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 2023

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

§ 1.

**Sabina Bigos-Jaworowska** – Member of the Supervisory Board of the Bank from January 1 until December 31, 2023 – 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 2023.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, 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 .... 2024  
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 2023

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

§ 1.

**Justyna Głębiowska-Michalak** – Member of the Supervisory Board of the Bank from January 1 until December 31, 2023 – 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 2023.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, 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 .... 2024  
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 2023

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

§ 1.

**Michał Kaszyński** – Member of the Supervisory Board of the Bank from January 1 until December 31, 2023 – 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 2023.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, 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 .... 2024  
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 2023

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

§ 1.

**Marian Majcher** – Member of the Supervisory Board of the Bank from January 1 until December 31, 2023 – 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 2023.**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, 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 ... 2024

on the evaluation of the Remuneration Policy of Bank Polska Kasa Opieki Spółka Akcyjna in 2023

Acting pursuant to § 28 par. 4 of the Corporate Governance Principles for Supervised Institutions in conjunction with § 13 point 18 of the Articles of Association 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 2023” 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 2023.**

Pursuant to § 18 point 19 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, in conjunction with § 28 par. 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 2023 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 2023”. In accordance with § 28 par. 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 2023, 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 .... 2024  
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 2023"

Acting pursuant to Article 395 § 2<sup>1</sup> of the Commercial Companies Code and Article 90g par. 6 of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized 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 2023".

§ 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 2023".**

Pursuant to Article 395 § 2<sup>1</sup> of the Commercial Companies Code and Article 90g par. 6 of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized 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 .... 2024

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 point 18) of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and recommendation 8.9 incorporated in “Recommendation Z concerning the principles of internal governance in banks” published by the Financial Supervision Authority, the Ordinary General Meeting, 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 operation in 2023” and the following documents:

- 1) Articles of Association 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 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 2023 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 contained 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 2023, 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 .... 2024  
on the appointment of member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna  
for a new joint term of office, taking into account the assessment of fulfilment of suitability  
requirements

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 13 point 14 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting hereby resolves as follows:

§ 1.

The Ordinary General Meeting, taking into account the assessment of the fulfilment of the requirements of suitability, appoints ..... as a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for a joint term of three years, commencing on ... (year).

§ 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 appointment of members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for a new joint term of office, taking into account the assessment of fulfilment of suitability requirements.**

As of December 31, 2023, the 3-year joint term of office of the Supervisory Board expired. Accordingly, it is necessary to appoint members of the Supervisory Board for the next term of office. Pursuant to § 13 point 14 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the appointment of members of the Supervisory Board lies within the competence of the Ordinary General Meeting. The Ordinary General Meeting shall adopt separate resolutions to appoint each member of the Bank's Supervisory Board, taking into account the assessment of compliance with the adequacy requirements under Article 22 par. 2 of the Banking Law.



**Re. point 16 of the agenda**

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

on the assessment of the collective suitability of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 10 par. 3) letter b) 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 January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

The Ordinary General Meeting positively assesses the collective suitability of the Supervisory Board of Polska Kasa Opieki Spółka Akcyjna composed of:

.....

§ 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 collective suitability of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna**

Pursuant to § 10 par. 3 letter b) 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 January 12, 2021, the Supervisory Board is subject to a Collective Suitability Assessment. Due to the appointment of new members to the Supervisory Board for the next term of office, it is necessary to make the collective suitability of this body of the Bank.

**Re. point 17 of the agenda**

Resolution No. ...  
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna  
dated .... 2024  
on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and authorizing  
the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish the consolidated text  
of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 point 8 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of the Bank hereby resolves as follows:

§ 1.

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

- 1) in § 6 par. 1, point 15) is repealed,
- 2) in § 6 par. 1, point 20) is repealed,
- 3) in § 6 par. 1, point 21) is repealed,
- 4) in § 6 par. 1, point 22) is repealed,
- 5) in § 6 par. 1, point 28) is repealed,
- 6) § 6 par. 1 point 32) shall have the following wording:  
"32) Conducting brokerage activities by performing the following activities referred to in Article 69 par. 2 and par. 4 of the Act on Trading in Financial Instruments of July 29, 2005:
  - a) accepting and transmitting orders to purchase or sell financial instruments, executing orders referred to in letter a, on the account of the principal,
  - b) purchasing or disposing financial instruments at the bank's own account,
  - c) investment advisory services,
  - d) offering of financial instruments,
  - e) 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,
  - f) 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,
  - g) foreign exchange related to brokerage activities,
  - h) preparing investment analyses, financial analyses, and other general recommendations on transactions in relation to financial instruments,
  - i) providing additional services related to the underwriting agreement,"
- 7) § 6 par. 1 point 36) shall have the following wording:  
"36) Issuing electronic identification means within the meaning of the provisions on trust services,"
- 8) in § 6, par. 3 in the following wording shall be added:  
"3. The Bank may acquire or purchase shares and rights attached to shares and shares of another legal entity."
- 9) In § 27, par. 5 shall have the following wording:

“5. The Bank’s purchase of its own shares for redemption requires the approval of the Polish Financial Supervision Authority.”

#### § 2.

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorized to determine the consolidated text of the amended Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorization 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 Articles of Association 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 Commercial Companies Code, 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 Articles of Association of the Bank.**

The amendments referred to in § 1 points 1) - 4), 6) and 7) of the draft resolution (deletion in § 6 par. 1 of points 15, 21 and 22, and amendment of points 32) and 36) result from the need to adjust the provisions of the Bank’s Articles of Association to the amendments to the Banking Law of August 29, 1997 (“Banking Law”), which occurred in connection with the entry into force of the Act of August 16, 2023 on amending certain acts in connection with ensuring the development of the financial market and the protection of investors in this market (“Amending Act”), amending, among others, the Banking Law and the Act of July 29, 2005 on trading in financial instruments (“Trading Act”).

In the light of the amended provisions of the Banking Law, forward financial operations, previously indicated in Article 5 of the Banking Law, have ceased to be banking activities, and therefore it is proposed to delete point 15) in § 6 par. 1.

The following activities that banks could perform were removed from Article 6 of the Banking Law:

- acquisition or purchase of shares and rights attached to shares, shares of another legal entity and participation units in investment funds;
- incurring liabilities related to the issuance of securities, and
- trading in securities.

Therefore, it is proposed to delete points 20), 21) and 22) in § 6 par. 1, which reflected the above activities in the Bank’s Articles of Association.

Storage and registration of financial instruments are activities carried out by the Bank as part of its brokerage business (§ 6 par. 1 point 32 of the Articles of Association) or custody business (§ 6 par. 1 point 16 of the Articles of Association), therefore, it is proposed to remove point 28) in § 6 par. 1 as constituting an unnecessary separation of an activity carried out under other provisions of the Bank’s Articles of Association.

The new wording of point 32) in § 6 par. 1 brings the Bank’s Articles of Association into compliance with the new requirement of the Banking Law, according to which the Bank’s Articles of Association must specify in detail the object of the bank’s activities and their scope, including the indication of the activities referred to in Article 69 par. 2 of the Trading Act, which the bank performs under the terms of Article 111 or Article 69 par. 4 of that Act (regardless of the rules for their performance). Thus, the proposed amendment is to specify in detail the activities indicated in the two aforementioned provisions that the Bank performs under the terms of Article 111 of the Trading Act, i.e. as part of the activities of the Brokerage House, and for which it was already authorized to perform prior to the amendment of the provisions introduced by the Amending Act.

Deletion of the provision indicating the provision of trust services by the Bank (amendment to § 6 par. 1 point 36) ensures compliance with the facts and satisfies the requirement of Article 34 par. 4 of the Banking Law introduced by the Amending Act. The Bank does not provide trust services.

The addition of a new paragraph 3 in § 6 is intended to confirm in the Bank's Articles of Association the Bank's authority to take up or acquire shares and rights attached to shares and stocks of another legal entity, without connection with the Bank's business activities, which is permitted under the provisions of the Commercial Companies Code. Not being an object of banking activity, this activity should not be indicated in the object of activity included so far in § 6 par. 1 point 20) of the Bank's Articles of Association.

The amendment to § 27 par. 5 reflects, in a manner expected by 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 June 26, 2013 on prudential requirements for credit institutions and investment firms ("CRR") to obtain the consent of the Polish Financial Supervision Authority to carry out the acquisition of the Bank's own shares for redemption.

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

on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and authorizing  
the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish the consolidated text  
of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 point 8 of the Articles  
of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of the Bank  
hereby resolves as follows:

§ 1.

The Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way  
that in § 6 par. 1 point 32 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna,  
letters j) - l) shall be added as follows:

- “j) management of portfolios which include one or more financial instruments,
- k) advising companies on capital structure, corporate strategy or other issues related to such  
structure or strategy,
- l) consulting and other services in mergers, demergers and acquisitions,”

§ 2.

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska  
Kasa Opieki Spółka Akcyjna is authorized to determine the consolidated text of the amended Articles of  
Association of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorization 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 Articles  
of Association 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  
Commercial Companies Code, 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  
Articles of Association of the Bank.**

The proposed amendment takes into account the intended expansion of brokerage activities to be  
carried out by Bank Pekao's Brokerage House. The Bank's provision of the new services envisaged by  
the proposed resolution will be possible after obtaining an appropriate permit from the Polish Financial  
Supervision Authority, which is issued as part of the procedure for amending the Bank's Articles of  
Association.

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

on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and authorizing  
the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish the consolidated text  
of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 point 8 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of the Bank hereby resolves as follows:

§ 1.

The Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that in § 6 par. 1 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, point 33a shall be added as follows:

“33a) consumer credit intermediation,”

§ 2.

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorized to determine the consolidated text of the amended Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorization 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 Articles of Association 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 Commercial Companies Code, 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 Articles of Association of the Bank.**

The addition of the new provision is related to the Bank's intended expansion of its consumer credit intermediation business.

The Bank plans to perform such activities as an intermediary of a non-bank lending institution, after entering into a credit intermediation agreement with the institution and fulfilling the conditions under the Consumer Credit Act of May 12, 2011.

The Bank's provision of consumer credit intermediation services is permitted under Article 59da of the above Act.

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

on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and authorizing  
the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish the consolidated text  
of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 point 8 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of the Bank hereby resolves as follows:

§ 1.

The Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that in § 6 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, par. 4 - 5 shall be added as follows:

- “4. The Bank may issue bonds in order to qualify them as instruments in its own funds:
- 1) additional in Tier 1 in accordance with Article 52 of Regulation (EU) No. 575/2013 of the European Parliament and of the Council of June 26, 2013 on prudential requirements for credit institutions and amending Regulation (EU) No. 648/2012,
  - 2) in Tier II in accordance with Article 63 of the regulation referred to in point 1).
5. The Bank may issue bonds entitling the Bank to acquire shares issued by the Bank in exchange for the bonds.”

§ 2.

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorized to determine the consolidated text of the amended Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorization 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 Articles of Association 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 Commercial Companies Code, 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 Articles of Association of the Bank.**

The amendment referred to in § 1 point 1) of the draft resolution is related to the introduction of a new Article 27a to the Act on Bonds of January 15, 2015 (“Act on Bonds”). This provision conditions the eligibility of bonds issued for the bank’s own funds on the entry in the Articles of Association. In order to allow the Bank to exercise this right, it is proposed to add a new par. 4 in § 6.

The amendment referred to in § 1 point 2) of the draft resolution is aimed at ensuring that the Bank’s Articles of Association fully comply with the provisions of the Act on Bonds. Pursuant to Article 19 par. 1 of that Act, the issuance of convertible bonds is permissible if provided for in the Articles of Association. Although § 13 point 10 of the Bank’s Articles of Association provides that the issuance of convertible bonds is a competence of the General Meeting, this does not mean that the Bank’s Articles of Association provide for such permissibility. The proposed amendment directly satisfies the requirement of the above provision of the Act on Bonds.