

UNOFFICIAL TRANSLATION

Warsaw, 21 January 2025

Polski Fundusz Rozwoju Spółka Akcyjna
50 Krucza Street
00-025 Warsaw

Management Board
of Bank Pekao Spółka
Akcyjna
1 Żubra Street
01-066 Warsaw

REQUEST OF THE SHAREHOLDER TO CONVENE THE EXTRAORDINARY GENERAL MEETING

Acting on behalf of Polski Fundusz Rozwoju Spółka Akcyjna with its registered office in Warsaw, 50 Krucza Street, 00-025 Warsaw, entered into the Register of Entrepreneurs of the National Court Register, maintained by the District Court for the Capital City of Warsaw in Warsaw, 12th Commercial Division of the National Court Register, under KRS number 0000466256, NIP: 7010374912, REGON: 146615458, with a share capital of PLN 11,475,907,779 (fully paid-up), being a shareholder of Bank Pekao Spółka Akcyjna, with its registered office in Warsaw, hereinafter referred to as the "**Bank**", acting pursuant to Article 400 § 1 of the Commercial Companies Code and § 8 (4) of the Statute of the Bank, I hereby request that the Extraordinary General Meeting of the Bank be convened without delay, with the following agenda:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Confirmation that the Extraordinary General Meeting has been duly convened and has capacity to adopt binding resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Adoption of a resolution on the appointment of a member of the Bank's Supervisory Board.
6. Adoption of a resolution on the assessment of the collective suitability of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna.
7. Adoption of a resolution on incurring the costs of convening and holding the Extraordinary General Meeting.
8. Closing of the Extraordinary General Meeting.

Justification

A shareholder or shareholders representing at least one-twentieth of share capital has the statutory right to request that an Extraordinary General Meeting be convened and to introduce specific matters to its agenda.

The inclusion in the agenda of the Extraordinary General Meeting of the Bank of an item concerning the appointment of a member of the Bank's Supervisory Board results from the General Meeting's competence to appoint and dismiss members of the Supervisory Board, taking into account the assessment of the fulfilment of suitability requirements, and is related to the need to supplement the composition of the Supervisory Board in connection with the resignation submitted by Ms Anna Wawrzyńczak-Palynyczak.

Please find attached the draft resolutions of the Extraordinary General Meeting of the Bank.

Yours sincerely,

Mariusz Jaszczyk

Vice President

Mikołaj Raczyński

Vice President

Appendix to the shareholder's request to convene the Extraordinary General Meeting - draft resolutions for the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna

Re. item 2 of the agenda:

**Resolution No.
of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
on the election of the Chairperson of the Extraordinary 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 Extraordinary General Meeting elects as the Chairperson of the Extraordinary 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 Extraordinary General Meeting on the election of the Chairperson of the 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. item 4) of the agenda:

**Resolution No.
of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
on the adoption of the agenda of the Extraordinary General Meeting of Bank Polska Kasa
Opieki Spółka Akcyjna**

§ 1

The Extraordinary General Meeting of the Bank Polska Kasa Opieki Spółka Akcyjna adopts the following agenda:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Confirmation that the Extraordinary General Meeting has been duly convened and has capacity to adopt binding resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Adoption of a resolution on the appointment of a member of the Bank's Supervisory Board.
6. Adoption of a resolution on the assessment of the collective suitability of the Supervisory Board of Bank.
7. Adoption of a resolution on incurring the costs of convening and holding the Extraordinary General Meeting.
8. Closing of the Extraordinary General Meeting.

§ 2

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

Justification of the resolution of the Extraordinary General Meeting on the adoption of the agenda of the Extraordinary General Meeting of the Bank.

The General Meeting deliberates according to the adopted agenda. Pursuant to Article 404 § 1 of the Commercial Companies Code, no resolution may be adopted on 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.

Re. item 5 of the agenda:

**Resolution No.
of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
appointing a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna
taking into account the assessment of the fulfilment of the requirements of suitability**

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 13 item 14) of the Statute of the Bank Polska Kasa Opieki Spółka Akcyjna, the Extraordinary General Meeting hereby resolves as follows:

§ 1

The Extraordinary 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 office lasting three full financial years.

§ 2

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

Justification of the Resolution of the Extraordinary General Meeting on appointment of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna with regard to the assessment of the fulfilment of the suitability requirements.

Pursuant to § 58 item 8. of the *'Policy on Selection of Candidates for Members of the Management Board and Key Functions and Assessment of the Suitability of Proposed and Appointed Members of the Management Board, Supervisory Board and Persons Performing Key Functions in Bank Polska Kasa Opieki Spółka Akcyjna'* (the "**Policy**"), the General Meeting of Shareholders takes into account the results of the Suitability Assessment carried out by the Shareholder who proposed the given Candidate for a member of the Supervisory Board and the information referred to in § 58 item 7 of the Policy when adopting the resolution on the appointment of individual Candidates for Supervisory Board members to the Supervisory Board. Pursuant to § 14.1 of the Bank's Statute, the Supervisory Board is composed of seven to nine members appointed by the General Meeting for a joint term of office of three full financial years. § Section 13(14) of the Bank's Statute provides that the appointment and dismissal of members of the Supervisory Board takes place with a view to assessing whether the requirements of suitability are met.

Re. item 6 of the agenda:

**Resolution No. ..
of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
on the assessment of the collective suitability of the Supervisory Board of Bank Polska Kasa
Opieki Spółka Akcyjna**

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 (3)(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 12 January 2021, the Extraordinary General Meeting resolves as follows:

§ 1.

The Extraordinary General Meeting positively assesses the collective suitability of the following composition of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna:

1.

§ 2.

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

Justification of the resolution of the Extraordinary General Meeting on the assessment of the collective suitability of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Pursuant to § 10 (3)(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 12 January 2021, the Supervisory Board is subject to the Assessment of Collective Suitability. Given the changes in the composition of the Supervisory Board, it is necessary to perform the collective suitability of that body of the Bank.

Re. item 7 of the agenda:

**Resolution No. ...
of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
on incurring the costs of convening and holding the Extraordinary General Meeting**

§ 1

Acting pursuant to Article 400 § 4 of the Commercial Companies Code the Extraordinary General Meeting of the Bank Polska Kasa Opieki Spółka Akcyjna hereby resolves that the costs of convening and holding the Extraordinary General Meeting shall be borne by the Bank.

§ 2

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

Justification of the resolution of the Extraordinary General Meeting on the acceptance of costs of convening and holding the Extraordinary General Meeting

Pursuant to Article 400 § 4 of the Commercial Companies Code a general meeting convened at the request of a shareholder or shareholders representing at least 1/20th of share capital adopts a resolution determining whether the costs of convening and holding the meeting are to be borne by the company.