

**RESOLUTION No. /2026  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 29 June 2026**

**regarding the amendment of Resolution No. 2/2017 of the Extraordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski S.A. dated March 13, 2017 on the rules for determining the remuneration of Management Board members, as amended by Resolution No. 4/2019 of the Extraordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski S.A. dated September 17, 2019.**

Pursuant to Article 378 § 2 of the Commercial Companies Code and Article 2(2)(1) and Article 4(3) of the Act of June 9, 2016, on the principles for determining the remuneration of persons managing certain companies (Journal of Laws of 2020, item 1907), the Company's Annual General Meeting hereby resolves as follows:

§1.

Resolution No. 2/2017 of the Extraordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski S.A. dated March 13, 2017, on the rules for determining the remuneration of Management Board members, as amended by Resolution No. 4/2019 of the Extraordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski S.A. dated September 17, 2019, is hereby amended as follows:

- 1) Section 2, paragraph 2, which reads as follows:

“2. The amount of the Fixed Remuneration shall be determined by the Supervisory Board for each member of the Management Board individually within a range of 7 (seven) to 15 (fifteen) times the calculation basis referred to in Article 1(3)(11) of the Act.”

shall be replaced by the following:

“2. The amount of the monthly Fixed Remuneration shall be determined by the Supervisory Board for each member of the Management Board within a range of 7 (seven) to 15 (fifteen) times the calculation basis, understood as the arithmetic mean of the average monthly salaries in the enterprise sector excluding profit-sharing bonuses, as announced by the President of the Central Statistical Office, from 12 quarters out of the last 3 full, consecutive years preceding the year for which the calculation basis is determined.”

- 2) § 3(2a)(a), which reads as follows:

“a) establishing and applying rules for the remuneration of members of the management and supervisory bodies of the Bank's subsidiaries, as defined in Article 4(3) of the Act of February 16, 2007, on Competition and Consumer Protection, in accordance with the principles set forth in the Act,”

is replaced by the following:

“a) establishing and applying rules for the remuneration of members of the management and supervisory bodies of the Bank’s subsidiaries within the meaning of Article 4(3) of the Act of February 16, 2007, on Competition and Consumer Protection, in accordance with the principles set forth in the Act, taking into account other legal acts amending or modifying the basis for calculation, including provisions of laws on special measures for the implementation of the budget act for a given year,”.

## § 2.

The Supervisory Board is hereby obliged to determine the specific amounts of the fixed remuneration for members of the Management Board and to amend the management service agreements concluded with members of the Management Board in accordance with Resolution No. 2/2017 of the Extraordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski S.A. dated March 13, 2017, on the rules for determining the remuneration of Management Board members, as amended by Resolution No. 4/2019 of the Extraordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski S.A. dated September 17, 2019, as amended by this resolution, within 3 months of the effective date of this resolution.

## § 3.

This resolution shall take effect on the date of its adoption.

## **Justification**

The General Meeting has the authority to establish the rules governing the remuneration of Management Board members, which serves to ensure that shareholders can exercise their right to determine the remuneration of the Company’s governing bodies.

The draft resolution applies the provision of Article 4(3) of the Act, which states that a draft resolution on the rules for determining the remuneration of members of the management body may provide for a different amount of the fixed portion of a governing body member’s remuneration than that specified in accordance with Article 4(2) of the Act, if exceptional circumstances concerning the company or the market in which it operates so warrant. Bearing in mind that Powszechna Kasa Oszczędności Bank Polski S.A. is the largest bank in Poland and one of the largest financial institutions in the Central and Eastern European region, and the Company’s critical importance to the national financial system and the entire economy is reflected in the Polish Financial Supervision Authority’s designation of Powszechna Kasa Oszczędności Bank Polski S.A. as a systemically important institution, the Company meets the conditions referred to in Article 4(3) of the Act. Furthermore, the proposed mechanism for determining the fixed portion of remuneration was preceded by a comparison of the remuneration of members of the Management Board of PKO BP S.A. with the remuneration of members of the management bodies of public companies of a similar scale and scope of operations.