

Resolution No. 1
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on election of the Chairman of the Ordinary General Meeting
of Bank Polska Kasa Opieki Spółka Akcyjna

Acting in accordance with Article 409 § 1 of the Commercial Companies Code and § 6 section 1 of the Rules of Procedure of General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting elects Mr Radosław Leszek Kwaśnicki as the Chairman of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna.

After the ballot had been taken, the Deputy Chairman of the Supervisory Board Ms. Joanna Błaszczyk announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.177 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165.239.177**,
- **165.239.174 votes** were cast for adoption of the resolution,
- **3 votes** were cast against the resolution,
- **0 votes** abstained.

The Deputy Chairman of the Supervisory Board Ms. Joanna Błaszczyk stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 2
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on adoption of the agenda of the Ordinary General Meeting
of Bank Polska Kasa Opieki Spółka Akcyjna

The Ordinary General Meeting hereby adopts the following agenda

1. Opening of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna.
2. Election of the Chairman of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna.
3. Concluding correctness of convening the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna and its capacity to adopt binding resolutions.
4. Election of the Voting Commission.
5. Adoption of the agenda of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna.
6. Consideration of the Management Board's Report on the activities of Bank Pekao S.A. for the year 2017.
7. Consideration of the Unconsolidated Financial Statements of Bank Pekao S.A. for the year ended on 31 December 2017.
8. Consideration of the Management Board's Report on the activities of Bank Pekao S.A. Group for the year 2017.
9. Consideration of the Consolidated Financial Statements of Bank Pekao S.A. Group for the year ended on 31 December 2017.
10. Consideration of the motion of the Management Board of the Bank on distribution of the profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2017.
11. Consideration of the Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna on its activity in 2017 and the results of the performed assessment of: the reports on the activities of the Bank Polska Kasa Opieki Spółka Akcyjna and of Bank Polska Kasa Opieki Spółka Akcyjna Group for the year 2017, financial statements of Bank Polska Kasa Opieki Spółka Akcyjna and of Bank Polska Kasa Opieki Spółka Akcyjna Group for the period ended on 31st December 2017, and of the motion of the Management Board of the Bank on the distribution of the profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2017 and the situation of Bank Polska Kasa Opieki Spółka Akcyjna.
12. Adoption of the resolutions on:
 - 1) approving the Management Board's Report on the activities of Bank Pekao S.A. for the year 2017,
 - 2) approving the Unconsolidated Financial Statements of Bank Pekao S.A. for the year ended on 31 December 2017,
 - 3) approving the Management Board's Report on the activities of Pekao S.A. Group for the year 2017,
 - 4) approving the Consolidated Financial Statements of Bank Pekao S.A. for the year ended on 31 December 2017,
 - 5) distribution of profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2017,
 - 6) approving the Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna on its activity in 2017,
 - 7) approving the performance of duties by members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017,
 - 8) approving the performance of duties by members of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017.

13. Selection of the audit firm to audit and review financial statements of Bank Polska Kasa Opieki Spółka Akcyjna and consolidated financial statements of Bank Polska Kasa Opieki Spółka Akcyjna Capital Group for years 2018-2020 and adoption of the resolution in this matter.
14. Perform assessment of the Compensation Policy of Bank Polska Kasa Opieki Spółka Akcyjna in the year 2017 based on the Report presented by the Supervisory Board on assessment of the Compensation Policy of Bank Polska Kasa Opieki Spółka Akcyjna and adoption of the resolution in this matter.
15. Presentation by the Supervisory Board of the Report from the assessment of the application by Bank Polska Kasa Opieki Spółka Akcyjna of the Principles of Corporate Governance for Supervised Institutions in the year 2017.
16. Adoption of the resolution on the remuneration policy of the Members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna.
17. Adoption of the resolution on the remuneration policy of the Members of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna.
18. Adoption of the resolution regarding an amendment to the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna.
19. Closing of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.177 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165.239.177**,
- **165.236.902 votes** were cast for adoption of the resolution,,
- **3 votes** were cast against the resolution,
- **2.272 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 3
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the Report of the Management Board of the Bank
on the activities of Bank Pekao S.A. for the year 2017

Acting in accordance with Article 393 p.1 and Article 395 § 2 p.1 of the Commercial Companies Code and § 13 p.1 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

The Report of the Management Board of the Bank on the activities of Bank Pekao S.A. for the year 2017 is hereby approved.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.177 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165.239.177**,
- **164.969.756 votes** were cast for adoption of the resolution,
- **3.943 votes** were cast against the resolution,
- **265.478 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 4
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the Unconsolidated Financial Statements
of Bank Pekao S.A. for the year ended on 31 December 2017

Acting in accordance with Article 393 p. 1 and Article 395 § 2 p. 1 of the Commercial Companies Code and § 13 p. 1 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

The Unconsolidated Financial Statements of Bank Pekao S.A. for the year ended on 31 December 2017 are hereby approved, with the following figures:

- a) the statement of financial position as at 31 December 2017 with total assets and total liabilities of PLN 182,077,008,045.03 (say: one hundred eighty two billion seventy seven million eight thousand forty five 3/100 zlotys),
- b) the statement of comprehensive income for the financial year ended on 31 December 2017 with a total comprehensive income of PLN 2,254,216,929.85 (say: two billion two hundred fifty four million two hundred sixteen thousand nine hundred twenty nine 85/100 zlotys),
- c) the income statement for the financial year ended on 31 December 2017 with a net profit of PLN 2,088,128,692.79 (say: two billion eighty eight million one hundred twenty eight thousand six hundred ninety two 79/100 zlotys),
- d) the statement of changes in equity for the financial year ended on 31 December 2017 with a decrease in equity of PLN 24,023 thousand (say: twenty four million twenty three thousand zlotys),
- e) the statement of cash flow for the financial year ended on 31 December 2017 with a decrease in net cash amounting to PLN 1,456,304 thousand (say: one billion four hundred fifty six million three hundred and four thousand zlotys),
- f) explanatory information containing descriptions of significant accounting policies and other information.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.177 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165.239.177**,
- **164.969.756 votes** were cast for adoption of the resolution,
- **3.943 votes** were cast against the resolution,
- **265.478 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **5**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the Report of the Management Board of the Bank
on the activities of Bank Pekao S.A. Group for the year 2017

Acting in accordance with Article 395 § 5 of the Commercial Companies Code and § 13 p. 5 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

The Report of the Management Board of the Bank on the activities of Bank Pekao S.A. Group for the year 2017 is hereby approved.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165.239.178**,
- **164.969.757 votes** were cast for adoption of the resolution,
- **3.943 votes** were cast against the resolution,
- **265.478 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes

Resolution No. 6
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the Consolidated Financial Statements
of Bank Pekao S.A. Group for the year ended on 31 December 2017

Acting in accordance with Article 395 § 5 of the Commercial Companies Code and § 13 p. 5 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

The Consolidated Financial Statements of Bank Pekao S.A. Group for the year ended on 31 December 2017 is hereby approved, with the following figures:

- a) the consolidated statement of financial position as at 31 December 2017 with total assets and total liabilities of PLN 185,465,570,124.68 (say: one hundred eighty five billion four hundred sixty five million five hundred seventy thousand one hundred twenty four 68/100 zlotys),
- b) the consolidated statement of comprehensive income for the financial year ended on 31 December 2017 with the total comprehensive income of PLN 2,642,572,702.90 (say: two billion six hundred forty two million five hundred seventy two thousand seven hundred two 90/100 zlotys),
- c) the consolidated income statement for the financial year ended on 31 December 2017 with the net profit of PLN 2,475,707,643.01 (say: two billion four hundred seventy five million seven hundred seven thousand six hundred forty three 1/100 zlotys) ,
- d) the consolidated statement of changes in equity for the financial year ended on 31 December 2017 with a decrease in equity of PLN 355,871 thousand (say: three hundred fifty five million eight hundred seventy one thousand zlotys),
- e) the consolidated statement of cash flow for the financial year ended on 31 December 2017 with a decrease in net cash amounting to PLN 1,321,050 thousand (say: one billion three hundred twenty one million fifty thousand zlotys),
- f) explanatory information containing the description of significant accounting policies and other information.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165.239.178**,
- were cast for adoption of the resolution **164.969.754 votes**,
- **3.946 votes** were cast against the resolution,
- **265.478 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 7
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on the distribution of profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2017

Acting in accordance with Article 395 § 2 p. 2 and Article 348 § 4 of the Commercial Companies Code, § 13 points 2 and 6 and § 33 section 1 points 2 and 4 of the Statute of Bank Polska Kasa Opieki S.A., the Ordinary General Meeting resolves as follows:

§ 1

The net profit of Bank Polska Kasa Opieki Spółka Akcyjna for 2017 in the amount of PLN 2,088,128,692.79 (say: two billion eighty eight million one hundred twenty eight thousand six hundred ninety two 79/100 zlotys) is divided in such way that:

- 1) 99.30 % of net profit of the Bank i.e. the amount PLN 2,073,513,268.60 (say: two billion seventy three million five hundred and thirteen thousand two hundred sixty eight 60/100 zlotys) is allocated to dividend,
- 2) PLN 14,615,424.19 (say: fourteen million six hundred and fifteen thousand four hundred twenty four 19/100 zlotys) is allocated to reserve capital.

§ 2

The dividend per share amounts to PLN 7.90 (say: seven 90/100 zlotys).

§ 3

The date of determining the right to dividend is set on 6th July 2018.

§ 4

The date of payment of the dividend is set on 20th July 2018.

§ 5

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165.239.178**,
- **165.235.235 votes** were cast for adoption of the resolution,
- **3.943 votes** were cast against the resolution,
- **0 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **8**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the Report on the activity of the Supervisory Board
of Bank Polska Kasa Opieki Spółka Akcyjna in the year 2017

Acting in accordance with Article 395 § 5 of the Commercial Companies Code and § 13 p. 3 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

The Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna on its activity in 2017 and on the results of the performed assessment of: the reports on the activity of Bank Polska Kasa Opieki Spółka Akcyjna and of Bank Polska Kasa Opieki Spółka Akcyjna Group for the year 2017, financial statements of Bank Polska Kasa Opieki Spółka Akcyjna and of Bank Polska Kasa Opieki Spółka Akcyjna Group for the year ended on 31 December 2017, and of the motion of the Management Board of the Bank on the distribution of the profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2017 and of the situation of Bank Polska Kasa Opieki Spółka Akcyjna is hereby approved.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165.239.178**,
- **164.969.756 votes** were cast for adoption of the resolution,
- **3.943 votes** were cast against the resolution,
- **265.479 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **9**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p. 1 and Article 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Jerzy Woźnicki** - Chairman of the Supervisory Board from 1st January to 8th June 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165.239.178**,
- **164.909.438 votes** were cast for adoption of the resolution ,
- **62.931 votes** were cast against the resolution,
- **266.809 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **10**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p. 1 and Article 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Leszek Pawłowicz** – Deputy Chairman of the Supervisory Board from 1st January to 8th June 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165.239.178**,
- **164.909.438 votes** were cast for adoption of the resolution,
- **62.931 votes** were cast against the resolution,
- **266.809 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 11
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p. 1 and Article 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Dariusz Filar** – Member of the Supervisory Board from 1st January to 8th June 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165.239.178**,
- **164.909.438 votes** were cast for adoption of the resolution,
- **62.931** votes were cast against the resolution,
- **266.809 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **12**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p. 1 and Article 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Ms. **Katarzyna Majchrzak** – Member of the Supervisory Board from 1st January to 8th June 2017, hereby receives a vote of approval for the performance of her duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165.239.178**,
- **164.909.441 votes** were cast for adoption of the resolution ,
- **62.928 votes** were cast against the resolution,
- **266.809 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **13**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p. 1 and Article 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Ms. **Laura Penna** – Member of the Supervisory Board from 1st January to 7th June 2017, hereby receives a vote of approval for the performance of her duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165.239.178**,
- **164.909.438 votes** were cast for adoption of the resolution,
- **62.931** votes were cast against the resolution,
- **266.809 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **14**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p. 1 and Article 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Ms. **Doris Tomanek**– Member of the Supervisory Board from 1st January to 7th June 2017, hereby receives a vote of approval for the performance of her duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165.239.178**,
- **164.909.438 votes** were cast for adoption of the resolution,
- **62.931** votes were cast against the resolution,
- **266.809 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **15**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p. 1 and Article 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Massimiliano Fossati** – Secretary of the Supervisory Board from 1st January to 7th June 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.238.106 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165.238.106**,
- **164.908.366 votes** were cast for adoption of the resolution,
- **62.931** votes were cast against the resolution,
- **266.809 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **16**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p. 1 and Article 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Gianni Papa**– Deputy Chairman of the Supervisory Board from 1st January to 7th June 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.238.106 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165.238.106**,
- **164.908.366 votes** were cast for adoption of the resolution,
- **62.931** votes were cast against the resolution,
- **266.809 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. 17
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p. 1 and Article 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Paweł Surówka** – Chairman of the Supervisory Board from 8th June to 31st December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.238.106 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165.238.106**,
- **164.908.497 votes** were cast for adoption of the resolution,
- **62.931** votes were cast against the resolution,
- **266.678 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **18**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p. 1 and Article 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Ms. **Joanna Błaszczyk** – Deputy Chairman of the Supervisory Board from 8th June to 31st December 2017, hereby receives a vote of approval for the performance of her duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165. 239.178**,
- **164.909.569 votes** were cast for adoption of the resolution,
- **62.931** votes were cast against the resolution,
- **266.678 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **19**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p. 1 and Article 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Stanisław Ryszard Kaczoruk** – Deputy Chairman of the Supervisory Board from 8th June to 31st December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165. 239.178**,
- **164.909.568 votes** were cast for adoption of the resolution,
- **62.932 votes** were cast against the resolution,
- **266.678 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **20**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p. 1 and Article 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Paweł Stopczyński** – Secretary of the Supervisory Board from 8th June to 31st December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165. 239.178**,
- **164.909.569 votes** were cast for adoption of the resolution,
- **62.931** votes were cast against the resolution,
- **266.678 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **21**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p. 1 and Article 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Grzegorz Janas** – Member of the Supervisory Board from 8th June to 31st December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165.239.178**,
- **164.908.497 votes** were cast for adoption of the resolution,
- **62.931** votes were cast against the resolution,
- **267.750 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **22**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p. 1 and Article 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Michał Kaszyński** – Member of the Supervisory Board from 8th June to 31st December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165. 239.178**,
- **164.908.497 votes** were cast for adoption of the resolution,
- **62.931** votes were cast against the resolution,
- **267.750 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **23**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p. 1 and Article 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Ms. **Justyna Głębiowska – Michalak** – Member of the Supervisory Board from 8th June to 31st December 2017, hereby receives a vote of approval for the performance of her duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 % of shares in the share capital**,
- the total number of valid votes was **165. 239.178**,
- **164.909.569 votes** were cast for adoption of the resolution,
- **62.931** votes were cast against the resolution,
- **266.678 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **24**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p. 1 and Article 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Ms. **Sabina Bigos – Jaworowska** – Member of the Supervisory Board from 8th June to 31st December 2017, hereby receives a vote of approval for the performance of her duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165. 239.178**,
- **164.909.569 votes** were cast for adoption of the resolution,
- **62.931** votes were cast against the resolution,
- **266.678 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **25**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p. 1 and Article 395 § 2 p. 3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Marian Majcher** – Member of the Supervisory Board from 8th June to 31st December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165. 239.178**,
- **164.908.497 votes** were cast for adoption of the resolution,
- **62.931** votes were cast against the resolution,
- **267.750 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **26**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p.1 and Article 395 § 2 p.3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Luigi Lovaglio** - President of the Management Board of the Bank from 1st January to 14th June 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165.239.178**,
- were cast for adoption of the resolution **164.909.566 votes**,
- **62.931** votes were cast against the resolution,
- **266.681 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **27**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p.1 and Article 395 § 2 p.3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Diego Biondo** - Vice President of the Management Board of the Bank from 1st January to 14th June 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.176 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165. 239.176**,
- **164.908.364 votes** were cast for adoption of the resolution,
- **62.931** votes were cast against the resolution,
- **267.881 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **28**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p.1 and Article 395 § 2 p.3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Stefano Santini** - Vice President of the Management Board of the Bank from 1st January to 14th June 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165.239.178**,
- **164.908.366 votes** were cast for adoption of the resolution,
- **62.931** votes were cast against the resolution,
- **267.881 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **29**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p.1 and Article 395 § 2 p.3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Marian Ważyński** - Vice President of the Management Board of the Bank from 1st January to 6th July 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165. 239.178**,
- **164.908.366 votes** were cast for adoption of the resolution,
- **64.003 votes** were cast against the resolution,
- **266.809 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **30**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p.1 and Article 395 § 2 p.3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Grzegorz Piwowar** - Vice President of the Management Board of the Bank from 1st January to 6th July 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165. 239.178**,
- **164.909.438 votes** were cast for adoption of the resolution,
- **62.931** votes were cast against the resolution,
- **266.809 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **31**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p.1 and Article 395 § 2 p.3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Adam Niewiński** - Vice President of the Management Board of the Bank from 1st January to 21st September 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165. 239.178**,
- **164.909.572 votes** were cast for adoption of the resolution,
- **64.128 votes** were cast against the resolution,
- **265.478 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **32**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p.1 and Article 395 § 2 p.3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Andrzej Kopyrski** - Vice President of the Management Board of the Bank from 1st January to 31st December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165. 239.178**,
- **164.908.497 votes** were cast for adoption of the resolution,
- **62.931** votes were cast against the resolution,
- **267.750 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **33**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p.1 and Article 395 § 2 p.3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Michał Krupiński** - Vice President of the Management Board of the Bank from 15th June to 6th November 2017 and President of the Management Board of the Bank from 7th November to 31st December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165. 239.178**,
- **164.909.569 votes** were cast for adoption of the resolution,
- **62.931** votes were cast against the resolution,
- **266.678 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **34**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p.1 and Article 395 § 2 p.3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Tomasz Kubiak** - Vice President of the Management Board of the Bank from 7th July to 31st December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165. 239.178**,
- **164.909.569 votes** were cast for adoption of the resolution,
- **62.931** votes were cast against the resolution,
- **266.678 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **35**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p.1 and Article 395 § 2 p.3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Michał Lehmann** - Vice President of the Management Board of the Bank from 7th July to 31st December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165. 239.178**,
- **164.908.497 votes** were cast for adoption of the resolution,
- **64.000 votes** were cast against the resolution,
- **266.681 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **36**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p.1 and Article 395 § 2 p.3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Marek Lusztyn** - Vice President of the Management Board of the Bank from 7th July to 31st December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165. 239.178**,
- **164.908.500 votes** were cast for adoption of the resolution ,
- **64.000 votes** were cast against the resolution,
- **266.678 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **37**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p.1 and Article 395 § 2 p.3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Tomasz Styczyński** - Vice President of the Management Board of the Bank from 7th July to 31st December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- **165. 239.178** the total number of valid votes was,
- **164.908.497 votes** were cast for adoption of the resolution,
- **64.003 votes** were cast against the resolution,
- **266.678 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **38**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with Article 393 p.1 and Article 395 § 2 p.3 of the Commercial Companies Code and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. **Marek Tomczuk** - Vice President of the Management Board of the Bank from 21st August to 31st December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165. 239.178**,
- **164.908.497 votes** were cast for adoption of the resolution ,
- **64.003 votes** were cast against the resolution,
- **266.678 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **39**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on appointing of the audit firm to audit and review the financial statements
of Bank Polska Kasa Opieki Spółka Akcyjna and consolidated financial statements
of Bank Polska Kasa Opieki Spółka Akcyjna Capital Group for the years 2018 - 2020

Acting in accordance with Article 66 sec. 4 of the Act of 29 September 1994 on Accounting and § 13 p. 17 of the Statute of the Bank, the Ordinary General Meeting resolves as follows:

§ 1.

KPMG Audyt spółka z ograniczoną odpowiedzialnością spółka komandytowa is hereby appointed as the audit firm to audit and review the financial statements of Bank Polska Kasa Opieki Spółka Akcyjna and consolidated financial statements of Bank Polska Kasa Opieki Spółka Akcyjna Capital Group for the years 2018 – 2020.

§ 2.

The resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165. 239.178**,
- **165.198.085 votes** were cast for adoption of the resolution,
- **39.893 votes** were cast against the resolution,
- **1.200 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **40**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on assessment of the Compensation Policy of Bank
Polska Kasa Opieki Spółka Akcyjna in 2017

Acting in accordance with § 28 item 4 Principles of Corporate Governance for Supervised Institutions in connection with § 13 p. 18 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1

After reviewing the Supervisory Board's Report on the assessment of the functioning of the Compensation Policy, it is assessed that the functioning of the Bank's Compensation Policy contributed to the development and security of the Bank's operations.

§ 2

The Resolution is enacted upon its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165. 239.178**,
- **151.581.246 votes** were cast for adoption of the resolution,
- **5.146 votes** were cast against the resolution,
- **13.652.786 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **41**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on the principles applicable to determining the remuneration of
Members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to § 13(15) of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna ("Bank"), the Ordinary General Meeting of the Bank hereby resolves as follows:

§ 1

1. It is hereby decided that monthly remuneration of the Members of the Bank's Supervisory Board shall be equal to the product of the average monthly remuneration in the enterprise sector, without bonuses from profit in Q4 of the preceding year, as announced by the President of the Central Statistical Bureau (Główny Urząd Statystyczny), and the factor of 2.75.
2. In the case of the Chairman of the Supervisory Board, the monthly remuneration set forth under clause 1 above shall be increased by 10%.
3. In the case of the Deputy Chairman of the Supervisory Board, the monthly remuneration set forth under clause 1 above shall be increased by 9%.
4. In the case of the Secretary of the Supervisory Board, the monthly remuneration set forth under clause 1 above shall be increased by 8%.
5. In the case of chairmen of Supervisory Board committees, the monthly remuneration set forth under clause 1 above shall be increased by 9%.
6. The additional remuneration provided for under clauses 2-4 and 5 above shall not be combined.

§ 2

Members of the Supervisory Board shall be entitled to remuneration unless they hold the position of a member of the Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna or of any other enterprise other than the Bank, controlled by Powszechny Zakład Ubezpieczeń Spółka Akcyjna, within the meaning of Art. 4(4) of the Act on the Protection of Competition and Consumers dated 16 February 2007 (Journal of Acts of 2018, item 798).

§ 3

In addition to the remuneration referred to under § 1, Members of the Bank's Supervisory Board shall be entitled to reimbursement of costs related to participation in the work of the Supervisory Board.

§ 4

Resolution No. 30 of the Ordinary General Meeting of the Bank dated 30 April 2015 on the amendment of remuneration of the Members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is hereby repealed.

§ 5

The resolution shall enter into force on the date of its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165. 239.178**,
- **116.850.504 votes** were cast for adoption of the resolution ,
- **45.800.987 votes** were cast against the resolution,
- **2.587.687 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.

Resolution No. **42**
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on the principles applicable to determining the remuneration of
Members of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to § 378(2) of the Commercial Companies Code, the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna ("**Bank**"), hereby resolves as follows:

§ 1

1. A management service provision agreement shall be concluded with a Member of the Bank's Management Board ("**Agreement**"), for the duration of their mandate, requiring them to render the services in person, regardless of whether the services are rendered as part of their business activity or not.
2. The wording of the Agreement shall be determined by the Supervisory Board, in accordance with the terms and conditions set forth in the Act on the Principles for Determining Remuneration of Persons Managing Certain Companies ("**Act**"), and in compliance with the provisions hereof.

§ 2

1. The total remuneration of a Member of the Bank's Management Board shall comprise the fixed portion, constituting basic monthly remuneration ("**Fixed Remuneration**"), and a variable portion, constituting supplementary remuneration for the Bank's financial year ("**Variable Remuneration**").
2. The Fixed Remuneration of the individual Management Board Members shall remain within the range of 7 to 15 average monthly remunerations in the enterprise sector, without bonuses from profit in Q4 of the preceding year, as announced by the President of the Central Statistical Bureau (Główny Urząd Statystyczny).
3. In a situation in which a Member of the Bank's Management Board is simultaneously employed based on an employment contract, a contract of mandate, a management service provision contract or any other civil law contract of a similar nature at Powszechny Zakład Ubezpieczeń S.A. ("**PZU SA**"), or at any other entrepreneur other than the Bank, controlled by PZU SA in the meaning of Art. 4(4) of the Act on the Protection of Competition and Consumers dated 16 February 2007 (Journal of Acts of 2017, item 229, as amended), they shall be entitled to remuneration under each of those legal relationships, under reserve that the total basic monthly remuneration under all legal relationships must not exceed the upper limit of the reference range set forth under clause 2 above. This principle shall apply accordingly in the case in which a Member of the Bank's Management Board is appointed a member of the management board of an entrepreneur controlled by PZU SA in the meaning of Art. 4(4) of the Act on the Protection of Competition and Consumers, if the combination of the positions of a Member of the Bank's Management Board and a member of the management board of such an entrepreneur is permitted under separate regulations.
4. The Bank's Supervisory Board is hereby authorized to define, in detail, the Fixed Remuneration of the individual Management Board Members, pursuant to the provisions of clauses 2-3 above.
5. All amounts referred to in the present § 2 and under § 3 below shall be increased by the goods and services tax (VAT), if due.

§ 3

1. The Variable Remuneration depends on the achievement of the managerial objectives set ("**Managerial Objectives**") and must not exceed 100% (one hundred percent) of the Fixed Remuneration in the preceding financial year for which the amount of the Variable Remuneration due is determined.
2. The following general Managerial Objectives shall be hereby set:
 - 1) increase in the Bank's goodwill;
 - 2) improvement of economic and financial indicators.
3. A separate Managerial Objective whose achievement conditions the right to receive Variable Remuneration is hereby set, requiring the principles for determining the remuneration of members of the managerial and supervisory bodies, complying with the provisions of the Act, to be implemented in all of the Bank's subsidiaries within the capital group in the meaning of Art. 4(14) of the Act on the Protection of Competition and Consumers dated 16 February 2007 ("**Capital Group**").

4. A separate Managerial Objective whose achievement conditions the right to receive Variable Remuneration is hereby set, requiring the obligations referred to under Art. 17-20, Art. 22 and Art. 23 of the Act on the Management of State Property dated 16 December 2016 to be fulfilled.
5. The Supervisory Board of the Bank is hereby authorized to provide, in greater detail, for the Managerial Objectives binding upon the Management Board Members, and to determine the Weights of the said Objectives, as well as to determine objective and measurable criteria (indicators) based on which achievement of the Objectives shall be measured and accounted for (KPI). While determining the principles pursuant to which Variable Remuneration is awarded and paid to the individual Members of the Management Board, the Supervisory Board shall comply with the applicable provisions of the Regulation of the Minister of Development and Finance dated 6 March 2017 on the risk management system and internal audit system, remuneration policy and detailed principles for estimating internal capital of banks (Journal of Acts of 2017, item 637), or with the regulations issued pursuant to Art. 9f of the Banking Law Act dated 29 August 1997 (i.e. Journal of Acts of 2017, item 1876).
6. Fulfillment of the conditions on which the payment of Variable Remuneration for a given financial year to Members of the Management Board is conditioned, shall be determined by the Supervisory Board, based on financial statements verified by certified auditors, and based on other documents relevant for assessing the fulfillment of the Objectives set, under reserve of clause 7 below. Based thereon, the Supervisory Board shall determine the value of the Variable Remuneration due to the individual Members of the Management Board. Should the mandate of a Management Board Member expire during a given financial year, the value of the Variable Remuneration shall be determined with the duration of the period in which the position of the Management Board Member was held in a given financial year taken into consideration.
7. Under reserve of clause 8 below, a given Management Board Member shall be entitled to receive Variable Remuneration after the Management Board's report on the activity of the Bank, and the financial statements for the preceding financial year have been approved, and after the fulfillment of the Management Board Member's duties has been acknowledged by the General Meeting.
8. Payment of 40% of the Variable Remuneration shall be deferred for a period of up to 36 months, with 1/3 of that amount payable, successively, after 12, 24 and 26 months from the date on which Variable Remuneration for a given financial year was awarded, provided that no circumstances are identified during that period of time proving that the conditions which need to be met in order for the payment of a given portion of Variable Remuneration to be effected have not been fulfilled. Expiry of the mandate during or after the financial year that is evaluated for the performance of Managerial Objectives shall not result in the loss of the right to Variable Remuneration, which shall be determined pursuant to the conditions set forth in the present article. If the Variable Remuneration is exceptionally high, the Supervisory Board may increase the percentage value of the Variable Remuneration that is to be deferred, or may extend the period of time by means of which its payment is deferred.

§ 4

In addition to the remuneration referred to under § 2 and § 3 above, the Supervisory Board may, in justified cases, provide the Management Board Members, in their Agreements, with the right to benefits equal to those received by other Bank employees, such as, in particular:

- 1) training improving professional qualifications required to hold the position of the Bank's Management Board Member,
- 2) medical care;
- 3) insurance:
 - a) third party liability insurance of persons holding managerial positions (D&O),
 - b) insurance of liability related to issuing securities,
 - c) health and life insurance, as well as insurance of remuneration lost due to inability to work caused by an illness or an accident.

§ 5

1. The Agreement provides for the Management Board Member's obligation to inform about their intention to hold positions in the bodies of another commercial company, to acquire shares therein, and may forbid them to hold positions in the bodies of any other commercial company, or may introduce other limitations concerning additional activity of a Management Board Member.
2. The Management Board Member must not receive remuneration for being a member of a body of an entity that is the Bank's subsidiary within the Capital Group.

3. The Supervisory Board shall be hereby authorized to do away with the bans and restrictions referred to under clauses 1 and 2 above and in § 2(3), as well as to do away with the requirement to report the performance of these, and with sanctions for their improper performance.

§ 6

1. The Supervisory Board shall set forth, in the Agreement, the scope within which and the principles pursuant to which technical equipment and resources constituting the Bank's property and required to perform their functions are made available to the Management Board Members, and shall define the limits, or the manner in which such limits are defined, concerning costs that are borne by the Bank in relation to the equipment and resources being made available to and used by a Management Board Member while performing their professional duties.
2. The Agreement may also specify the rules pursuant to which the Bank's property may be used by a Management Board Member for private purposes.

§ 7

1. Should the mandate of a Member of the Management Board end, in particular as a result of their death, dismissal or resignation, the Agreement shall be terminated on the last day on which the position is held, without a notice period and without the requirement to perform any other activities.
2. Should the Agreement be terminated upon the mutual consent of both Parties, the Agreement termination period agreed must in no case be longer than 3 (three) months.
3. Each of the Parties shall have the right to terminate the Agreement with an immediate effect in a situation in which its provisions are breached materially by the other Party.
4. Each of the Parties shall have the right to terminate the Agreement due to reasons other than that referred to under clause 3 above, with the notice period equaling 3 (three) months maximum, under reserve that where an event occurs, during the notice period, referred to under clause 1 above, resulting in the Agreement being terminated as a result of the end of the mandate, the Agreement shall be then terminated in accordance with the provisions of clause 1.
5. The Agreement may provide for various termination notice periods, depending on the term in office of a given Management Board Member, save for the provisions of clause 1, and may also provide that the termination period shall expire at the end of a calendar month.
6. Where the Agreement is terminated or withdrawn from by the Bank due to reasons other than failure to fulfill their basic duties, a Management Board Member may be offered a severance fee of up to 3 (three) Fixed Remuneration amounts, provided that they have held their position over the period of at least 12 (months) prior to the termination of the Agreement. The Agreement should provide for the option to suspend, limit or refuse to pay the severance fee due to poor individual results, results of the subordinated unit or of the entire Bank.
7. The severance fee referred to under clause 6 above shall not be payable to a Member of the Management Board if:
 - 1) the Agreement has been terminated, withdrawn from or amended due to a change in the position within the Management Board;
 - 2) the Agreement has been terminated, withdrawn from or amended as a result of appointment for another term in office as a Member of the Management Board;
 - 3) the position of a management board member at a company from the Bank's capital group has been assumed;
 - 4) resignation from the position has been filed.

§ 8

1. The Supervisory Board may conclude, with a Management Board Member, a no competition agreement that will enter into force after the position is no longer held, under reserve that such an agreement may only be concluded if the Management Board Member holds their position over the period of at least 3 (three) months.
2. The no competition agreement must not be concluded following the termination of or withdrawal from the Agreement.
3. The no competition period must not exceed 6 (six) months following the end of the period over which the Management Board Member was holding their position.
4. Should a Member of the Management Board fail to perform or unduly perform the no competition agreement, they shall be obliged to pay a contractual penalty for the benefit of the Bank, with the said penalty being at least equal to the value of the compensation due for the entire no competition period.

5. The no competition period shall end prior to the expiry of the term for which the no competition agreement has been concluded in a situation in which the Management Board Member takes up a position at another company in the meaning of Art. 1(3)(7) of the Act.

§ 9

The resolution shall enter into force on the date of its adoption.

After the ballot had been taken, the Chairman announced the following results of voting on the above-mentioned resolution:

- the number of shares from which valid votes were cast was **165.239.178 shares**, representing **62,96 %** of shares in the share capital,
- the total number of valid votes was **165. 239.178**,
- **89.976.037 votes** were cast for adoption of the resolution,
- **60.761.455 votes** were cast against the resolution,
- **14.501.686 votes** abstained.

The Chairman of the Meeting stated that the proposed resolution was adopted with the required majority of votes.