

**RESOLUTION No. /2016  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on the election of the Chairman of the Annual General Meeting**

Pursuant to Article 409 § 1 of the Commercial Companies Code the Annual General Meeting elects as its Chairman .....

**Rationale**

**to draft resolution on the election of the Chairman of the Annual General Meeting**

Pursuant to Article 409 § 1 of the Commercial Companies Code, the chairman shall be elected from among those entitled to participate in the general meeting. Pursuant to § 6 Section 2 of the PKO Bank Polski S.A. General Meeting's Rules and Regulations, the person opening the General Meeting conducts the election of the Chairman of the General Meeting in a secret ballot, ensures the correct conduct of voting, and announces the result.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2016  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on approving PKO Bank Polski S.A. Directors' Report for the year 2015**

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

**§ 1.**

The PKO Bank Polski S.A. Directors' Report for the year 2015 is approved.

**§ 2.**

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution on approving PKO Bank Polski S.A. Directors' Report for the year 2015**

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code, the annual general meeting shall examine and approve the management board's report on company activities for the preceding financial year.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2016  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on approving the financial statements of PKO Bank Polski S.A. for the year ended 31 December 2015**

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

The Annual General Meeting approves the financial statements of PKO Bank Polski S.A. for the year ended 31 December 2015, composed of:

- 1) the profit and loss account for the period from 1 January 2015 to 31 December 2015, reporting a net profit in the amount of PLN 2 571 142k;
- 2) statement of comprehensive income;
- 3) statement of financial position as of 31 December 2015, reporting assets and total liabilities and equity amounting to PLN 262 380 030k;
- 4) statement of changes in equity;
- 5) statement of cash flow, showing a increase in net cash in the period between 1 January 2015 and 31 December 2015 by PLN 3 136 980k.
- 6) notes to the financial statements.

§ 2.

This resolution shall come into force as of the date of its adoption.

## Rationale

**to the draft resolution on approving the financial statements of PKO Bank Polski S.A. for the year ended 31 December 2015**

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code, the annual general meeting shall examine and approve the financial statements for the preceding financial year.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2016  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on approving the PKO Bank Polski S.A. Group Directors' Report for the year 2015**

The Annual General Meeting adopts the following:

**§ 1.**

The Annual General Meeting hereby approves the PKO Bank Polski S.A. Group Directors' Report for the year 2015.

**§ 2.**

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution on approving the PKO Bank Polski S.A. Group Directors' Report for the year 2015**

Pursuant to Article 395 § 5 of the Commercial Companies Code, the annual general meeting shall examine and approve financial statements of the capital group within the meaning of the provisions on accounting. Pursuant to Article 55 Section 2 of the Accounting Act, the consolidated annual financial statements of the capital group must be supplemented with a report on the activities of the group.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2016  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on approving the consolidated financial statements of the PKO Bank Polski S.A. Group for the year ended 31 December 2015**

Pursuant to Article 395 § 5 of the Commercial Companies Code, the Annual General Meeting adopts the following:

**§ 1.**

The Annual General Meeting approves the consolidated financial statements of the PKO Bank Polski S.A. Group for the year ended 31 December 2015, composed of:

- 1) consolidated profit and loss account for the period from 1 January 2015 to 31 December 2015, reporting a net profit in the amount of PLN 2 609 564k;
- 2) consolidated total income statements;
- 3) consolidated statements of financial position as of 31 December 2015, reporting assets and total liabilities and equity amounting to PLN 266 939 919k;
- 4) consolidated statements of changes in equity;
- 5) consolidated statements of cash flow, showing a increase in net cash in the period between 1 January 2015 and 31 December 2015 by PLN 3 009 847k.;
- 6) notes to the consolidated financial statements.

**§ 2.**

This resolution shall come into force as of the date of its adoption.

## Rationale

**to the draft resolution on approving the consolidated financial statements of the PKO Bank Polski S.A. Group for the year ended 31 December 2015**

Pursuant to Article 395 § 5 of the Commercial Companies Code, the annual general meeting shall examine and approve financial statements of the capital group within the meaning of the provisions on accounting.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2016  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on approving the report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for the year 2015**

The Annual General Meeting adopts the following:

**§ 1.**

The report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for the year 2015 is hereby approved.

**§ 2.**

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution on approving the report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for the year 2015**

Pursuant to Article 382 § 3 of the Commercial Companies Code, special duties of the supervisory board shall include appraising the reports referred to in the Article 395 § 2 point 1 of the Commercial Companies Code, to the extent of their conformity with books and documents and with the actual state of things, and management board motions on the distribution of profit or covering loss, as well as submitting to the general meeting annual written reports on findings of the appraisals.

In relation to the above-mentioned duty, the Supervisory Board has prepared the above report and presented it for approval.

The resolution has received the approval of the Supervisory Board.



**RESOLUTION No. /2016  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on distribution of the profit earned by PKO Bank Polski S.A. in 2015 and unappropriated profit of previous years**

Acting pursuant to Article 395 § 2 point 2 and Article 348 § 3 of the Commercial Companies Code, the Annual General Meeting hereby adopts the following:

§ 1.

1. Subject to section 2, net profit of PKO Bank Polski S.A. of the period from 1 January 2015 till 31 December 2015 in an amount of PLN 2 571 142k and unappropriated profit of previous years in an amount of PLN 1 250 000k, in the total amount of PLN 3 821 142k will be appropriated in the following way:

- |   |             |
|---|-------------|
| 1) dividends for the shareholders PLN         | 1 250 000k, |
| 2) supplementary capital in the amount of PLN | 2 500 000k, |
| 3) reserve capital in an amount of PLN        | 71 142k.    |

2. The distribution of profit in the manner specified in section 1 is subject to the following conditions being fulfilled not later than on 8 December 2016 (inclusive) the following conditions will be jointly fulfilled:

- 1) PKO Bank Polski S.A. shall not take over control of a bank or other entity of the financial sector by a direct or indirect acquisition of a block of shares and shall not acquire a right or incur an obligation to take over control in the manner specified above, and
- 2) There shall not occur any regulatory changes or changes of the supervisory recommendations affecting the requirements for own funds of PKO Bank Polski S.A. shall not occur, that – according to the level of capital adequacy ratios recognised in the financial statements of PKO Bank Polski S.A. for Q3 2016 –

would cause a lack of possibility to pay dividend in accordance with the regulatory requirements and supervisory recommendations (the fulfilment of both conditions is hereinafter jointly referred to as the "Fulfilment of the Dividend Conditions").

## § 2.

If there is no Fulfilment of the Dividend Conditions, net profit of PKO Bank Polski S.A. of the period from 1 January 2015 till 31 December 2015 in an amount of PLN 2 571 142k and unappropriated profit of previous years in an amount of PLN 1 250 000k, in the total amount of PLN 3 821 142k will be appropriated in the following way:

- 1) for supplementary capital in an amount of PLN 3 750 000k,
- 2) for reserve capital in an amount of PLN 71 142k.

## § 3.

1. The Management Board of the Bank is obliged to adopt a resolution on the establishment of the Fulfilment of the Dividend Conditions or the lack of the Fulfilment the Dividend Conditions not later than 9 December 2016 (inclusive).
2. Information on the resolution of the Management Board, referred to in section 1, shall be announced by the Bank to public in the form of a current report.

## § 4.

Provided that the Dividend Conditions are Fulfilled:

- 1) The dividend record date is set for 30 September 2016.
- 2) PKO Bank Polski S.A. in 2016 shall pay dividend of net profit for 2015 in an amount of PLN gross 1.00 per one share;
- 3) The dividend shall be paid on 20 December 2016;
- 4) The dividend may be paid in the form of:
  - a) transfer to the cash account used for the handling of securities account – if the shares are recorded on the securities account (investment account), or

- b) transfer to the bank account indicated by the shareholder or in cash – if the shareholder does not hold a cash account used for the handling of securities account.

## § 5.

The Resolution shall come into force on the date of its adoption.

### **Rationale**

#### **to the draft resolution on distribution of the profit earned by PKO Bank Polski S.A. in 2015 and unappropriated profit of previous years**

1. In compliance with the provisions of the Commercial Companies Code, distribution of net profit is the prerogative of the Annual General Meeting. Following the recommendation of the Polish Financial Supervision Authority relating to the expected level of the solvency ratio, net profit of the Bank of the period from 1 January 2015 till 31 December 2015 (in an amount of PLN 2 571 142k) and unappropriated profit of previous years (in an amount of PLN 1 250 000k), in the total amount of PLN 3 821 142k, would be appropriated in a manner specified in the draft resolution of the Annual General Meeting.
2. The draft resolution aims to make the manner of distribution of the profit earned in 2015 dependent upon potential factors influencing the capital needs of the Bank. They include possible activity of the Bank relating to a potential engagement in the processes of acquisition of entities operating in the banking sector or other entities of the financial sector, as well as external factors relating to possible regulatory changes or supervisory recommendations, influencing the requirements for the Bank's own funds.
3. The dates specified for the fulfilment of the conditions provided for in the resolution were set in a manner that allows the Bank to carry out the necessary analysis, as well as with taking into account possible time limits for announcement of new supervisory requirements for own funds, and allowing determination of their impact on the levels of capital adequacy ratios recognised in the financial statements of PKO Bank Polski S.A. for Q3 2016, which is necessary in order to establish the Fulfilment of the Dividend Conditions (as defined in the draft resolution), or a lack thereof.

4. If the Dividend Conditions are fulfilled, it is necessary to determine the conditions of dividend payment. Pursuant to Article 348 § 3 of the Commercial Companies Code, the ordinary general meeting of the public company shall establish the dividend record date and the dividend payment date. The dividend record date may be set for the date of adoption of resolution or in a period of the consecutive three months, counting from that day. In accordance with the above, 30 September 2016 was suggested as the dividend record date in the draft resolution.
5. Taking into account that enabling the Bank to establish the Fulfilment of the Dividend Conditions requires indicating the latest date of its establishment as at the day falling after the last possible dividend record date in accordance with the Commercial Companies Code, the adoption of the resolution in the proposed wording means one-off withdrawal by the Bank from the application of the rule expressed in point IV.Z.17 of the Best Practice of GPW-listed Companies 2016 (the “Best Practice”).
6. In accordance with the Best Practice, the dividend record date and the dividend payment date should be set so as to ensure that the period between them is no longer than 15 business days. A longer period between these dates requires a justification (point IV.Z.16 of the Best Practice). The draft resolution suggested 9 December 2016 as the latest date, on which the fulfilment or a failure to fulfil the dividend conditions shall be established. The above determines the indication of the dividend payment date. The dividend payment date may not be earlier than the date which will be reliable for the verification of the fulfilment or non-fulfilment of the conditions on which the payment depends. Having that in mind, the dividend payment date was set for 20 December 2016. This means the establishment of a period longer than 15 days between the dividend record date and its payment date, and the justification for such a solution was presented above in connection with the construction of the dividend conditions and the verification of their fulfilment or a failure to fulfil.

Due to the above, this draft resolution is submitted for consideration of the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2016  
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Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Zbigniew Jagiełło, President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2015.

§ 2.

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2015 to 31 December 2015, when Mr Zbigniew Jagiełło was a President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

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of 30 June 2016**

**on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

**§ 1.**

Mr Piotr Alicki, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2015.

**§ 2.**

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2015 to 31 December 2015, when Mr Piotr Alicki was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

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Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

**§ 1.**

Mr Bartosz Drabikowski, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2015.

**§ 2.**

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2015 to 31 December 2015, when Mr Bartosz Drabikowski was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2016  
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Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

**§ 1.**

Mr Piotr Mazur, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2015.

**§ 2.**

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2015 to 31 December 2015, when Mr Piotr Mazur was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.



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of 30 June 2016**

**on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Jarosław Myjak, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2015.

§ 2.

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2015 to 31 December 2015, when Mr Jarosław Myjak was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2016  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Jacek Obłękowski, Vice-President of the Management Board is hereby granted a vote of acceptance to confirm the discharge of his duties in 2015.

§ 2.

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2015 to 31 December 2015, when Mr Jacek Obłękowski was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2016  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on granting a vote of acceptance to a the performance of duties by member of the Management Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

**§ 1.**

Mr Jakub Papierski, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2015.

**§ 2.**

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2015 to 31 December 2015, when Mr Jakub Papierski was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2016  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

**§ 1.**

Mr Jerzy Góra, the Chairman of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2015.

**§ 2.**

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2015 to 31 December 2015, when Mr Jerzy Góra was the Chairman of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2016  
of the Annual General Meeting  
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Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

**§ 1.**

Mr Mirosław Czekaj, Vice- Chairman of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2015.

**§ 2.**

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2015 to 31 December 2015, when Mr Mirosław Czekaj was the secretary till 7 July 2015 and from 25 June 2015 the Vice- Chairman of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

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**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Ms Małgorzata Dec-Kruczkowska, Secretary of the Supervisory Board (member of the Supervisory Board from 25 June 2015), is hereby granted a vote of acceptance to confirm the discharge of her duties in 2015.

§ 2.

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 25 June 2015 to 31 December 2015, when Ms Małgorzata Dec-Kruczkowska was a member of the Supervisory Board and additionally from 5 August 2015 the Secretary of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

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of 30 June 2016**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

**§ 1.**

Ms Zofia Dzik, member of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2015.

**§ 2.**

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2015 to 31 December 2015, when Ms Zofia Dzik was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

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**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

**§ 1.**

Mr Krzysztof Kilian, member of the Supervisory Board from 25 June 2015 is hereby granted a vote of acceptance to confirm the discharge of his duties in 2015.

**§ 2.**

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 25 June 2015 to 31 December 2015, when Mr Krzysztof Kilian was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.



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**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

**§ 1.**

Mr Piotr Marczak, member of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2015.

**§ 2.**

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2015 to 31 December 2015, when Mr Piotr Marczak was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2016  
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of 30 June 2016**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

**§ 1.**

Ms Elżbieta Mączyńska-Ziemacka, member of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2015.

**§ 2.**

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2015 to 31 December 2015, when Ms Elżbieta Mączyńska-Ziemacka was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2016  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

**§ 1.**

Mr Marek Mroczkowski, member of the Supervisory Board is hereby granted a vote of acceptance to confirm the discharge of his duties in 2015.

**§ 2.**

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2015 to 31 December 2015, when Mr Marek Mroczkowski was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2016  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

**§ 1.**

Ms Mirosława Boryczka, member of the Supervisory Board till 30 September 2015, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2015.

**§ 2.**

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2015 to 30 August 2015, when Ms Mirosława Boryczka was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2016  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

**§ 1.**

Mr Jarosław Klimont, member of the Supervisory Board till 25 June 2015, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2015.

**§ 2.**

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2015 to 25 June 2015, when Mr Jarosław Klimont was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2016  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

**§ 1.**

Mr Tomasz Zganiacz, Vice -President of the Supervisory Board till 25 June 2015, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2015.

**§ 2.**

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2015**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2015 to 25 June 2015, when Mr Tomasz Zganiacz was the Vice- President of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2016  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on amendments to the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

Pursuant to Article 430 § 1 of the Commercial Companies Code, the Annual General Meeting resolves as follows:

**§ 1.**

The Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall be amended as follows:

1) § 1.1 shall receive the following wording:

“1. Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, further in the Articles of Association referred to as the ‘**Bank**’, is a bank which conducts its activities pursuant to generally applicable laws, best market practice which the Bank chose to follow and these Articles of Association, while preserving the national character of the Bank.”;

2) following § 5, a §5a shall be added, reading as follows:

**“§5a**

“The Bank may perform the activities envisaged for domestic banks, stipulated in the Act of 11 February 2016 on State Aid in the Upbringing of Children.”

3) Section 2 of § 9 shall receive the following wording:

“2. The matters put on the agenda of a General Meeting shall, in accordance with the Rules referred to in § 14, first be presented by the Management Board to the Supervisory Board for consideration and issuance of an opinion.”,

4) Section 3 of § 9 shall be deleted,

5) § 15 shall receive the following wording:

**“§ 15**

1. Apart from the powers and responsibilities provided for in the generally applicable laws and these Articles of Association, the Supervisory Board has the authority to adopt resolutions regarding:
  - 1) the approval of the strategy of the Bank adopted by the Management Board,
  - 2) the approval of the risk management strategy and the general risk appetite adopted by the Management Board,
  - 3) the approval of the annual financial plan adopted by the Management Board,
  - 4) the nomination of an entity to audit or review the consolidated or separate financial statements of the Bank, the giving of permission for the signing of the engagement letter with such an entity or any of its subsidiaries, affiliates, parent entities or the subsidiaries or affiliates of its parent entities, and for the performance of any other activities which might adversely affect the independence of any such entity in the performance of the audit or review of the Bank’s financial statements,
  - 5) the enactment of the Rules and Regulations of the Supervisory Board,
  - 6) the enactment of the Rules specifying the principles of the making of loans, cash advances, issuance of bank guarantees or suretyship to a member of the Management Board or the Supervisory Board or any other executive of the Bank, and to any party related a member of the Management Board or the Supervisory Board or any other executive of the Bank by capital or organization as per Article 79a of the Act of 29 August 1997 “Banking Law”,
  - 7) the appointment and recalling, in a secret ballot, of the President, Vice Presidents and members of the Management Board,
  - 8) the suspension of individual or all of the members of the Management Board for important reasons as well as delegating members of the Supervisory Board to temporarily (for a period not exceeding three months) act in the capacity of members of the Management Board who have been



dismissed, have resigned or are incapable of performing their duties for any other reason

- 9) the approval of the opening or closing of a branch abroad,
- 10) the approval of the following, as adopted by the Management Board:
  - a) Rules and Regulations:
    - the Rules and Regulations of the Management Board,
    - the Rules of Appropriation of Special Funds Established From After-Tax Profit,
    - the Organizational Rules of the Bank,
  - b) resolutions concerning:
    - the principles of the capital adequacy disclosure policy,
    - the guiding principles of the compliance risk management policy,
    - the rules of management of capital adequacy and equity, in particular regarding the processes of internal capital assessment, capital management and planning as well as the dividend policy,
    - the rules of operation of the internal control framework,
- 11) the approval of periodic reports on risk management, capital adequacy and internal control framework submitted by the Management Board,
- 12) the giving of prior consent to:
  - a) the acquisition or disposal of non-current assets whose value exceeds 1/10 of the Bank's own funds, except for any real property and perpetual usufruct right,
  - b) with the exclusion of the activities referred to in § 9 section 1 point 5, the acquisition and disposal of real property, an interest in a real property or a perpetual usufruct right, or their encumbrance with a limited property right or the giving of use of the same to a third party if the value of the real property or the right which is the object of such an act exceeds 1/50 of the Bank's share capital; such consent shall not be required if the acquisition of real property, an interest in a real property or a perpetual usufruct right forms a part of enforcement, bankruptcy, arrangement proceedings or any other settlement with a Bank's debtor, as well as in the event of legal transactions concerning

- real property or rights acquired by the Bank in the manner described above; in such cases the Management Board shall only be required to notify the Supervisory Board about the performed act
- c) the establishment of a company, taking up or acquisition of shares, bonds convertible into shares or other instruments entitling the holder to acquire or take up shares if the financial commitment of the Bank resulting from such an act exceeds 1/10 of the Bank's own funds;
  - d) the Bank entering into a material contract with a shareholder holding at least 5% of the total voting rights in the Bank or with an affiliate; this obligation shall not apply in relation to typical transactions and transactions performed at arm's length as part in the regular course of the Bank's operating activities if such transactions are performed with entities belonging to the Bank's corporate group,
- 13) applying to the Polish Financial Supervision Authority for permission to appoint the President of the Management Board and the member of the Management Board in charge of the management of a material risk in the operations of the Bank as well as for the assignment of the function of the Member of the Management Board in charge of the management of a material risk in the operations of the Bank to a member of the Management Board who has not overseen the management of such risk,
  - 14) assessment of the remuneration policy followed by the Bank and the presentation of reports in this regard to the General Meeting,
  - 15) opinions on the observance by the Bank of the 'Principles of Corporate Governance for Supervised Institutions',
2. The Supervisory Board shall notify the Polish Financial Supervision Authority of the composition of the Management Board and each change therein immediately after the appointment of or making a change in the composition of the Management Board. The Supervisory Board shall also, following a prior review performed by the Supervisory Board, report to the Polish Financial Supervision Authority on the satisfaction by the members of the Management Board of the requirements for the members of the management board of a major bank stipulated in the Act of 29 August 1997 "Banking Law". The Supervisory Board

shall also advise the Polish Financial Supervision Authority of the approval of or any alterations in the internal division of responsibilities in the Management Board.

3. The Supervisory Board shall adopt resolutions by an absolute majority of votes cast, subject to the attendance of at least half of the members of the Supervisory Board, including the Chairman or the Deputy Chairman of the Supervisory Board, except for resolutions concerning the issues referred to in section 1 points 1-4, 6-8 and 12, which shall require a qualified majority of 2/3 of the votes in addition to the said quorum.
4. The members of the Supervisory Board who are concerned by the issue to be voted on shall not participate in voting.”,
- 6) in § 17 section 4, the first sentence shall be reworded as follows:

“The Supervisory Board may adopt resolutions in writing (by circulation) or by means of direct remote communication facilities, with the exception of resolutions on matters referred to in § 15 section 1 points 1-4 and 6-8 and any resolutions to be adopted is a secret ballot.”,
- 7) in § 17a section 1, the first sentence shall be reworded as follows:

“The Supervisory Board shall appoint, from among its members, the Audit Committee, the Remuneration Committee and the Risk Committee.
- 8) § 19 shall receive the following wording:

#### **“§ 19**

“The members of the Management Board shall be appointed by the Supervisory Board for a common three-year term of office.”

- 9) Sections 2-4 of § 22 shall receive the following wording:
  2. The Management Board shall make decisions in the form of resolution.
  3. Resolutions of the Management Board shall be required for all matters beyond the scope of ordinary business of the Bank. Resolutions of the Management Board shall be adopted by an absolute majority of votes. In the event of a tie, the President of the Management Board shall have the casting vote.
  4. The operating procedure of the Management Board and matters requiring a resolution to be adopted by the Management Board shall be defined in the Rules and Regulations of the Management Board.”,

10) Section 5 of § 22 shall be deleted,

11) Sections 4-5 of § 23 shall be reworded as follows:

“4. The Member of the Management Board in charge of the management of material risk in the operations of the Bank shall be appointed by permission of the Polish Financial Supervision Authority. The member of the Management Board referred to in the preceding sentence may not be put in charge of the area of Bank’s operations generating the risk he/she is in charge of overseeing.

5. The Management Board members shall participate in the management of the operations of the Bank in accordance with the Rules and Regulations of the Management Board and the Organizational Regulations of the Bank.”

12) § 25 section 1, point 3 subpoints a)-c) shall be reworded as follows:

“a) requiring, in accordance with the law, the Articles of Association and the Rules and Regulations of the Management Board, joint action of the Management Board – shall be issued in the form of resolutions of the Management Board adopted in accordance with the relevant provisions of law, the Articles of Association and the Rules and Regulations of the Management Board,

b) not requiring a resolution of the Management Board and which, in accordance with the Articles of Association and the Rules and Regulations of the Management Board, fall within the competence of the President of the Management Board – shall be issued in the form of an order,

c) not requiring a resolution of the Management Board and which, in accordance with the Articles of Association and the Rules and Regulations of the Management Board, have been delegated to the competence of individual members of the Management Board – shall be issued in the form of a decision of the relevant member of the Management Board,”,

13) The title of Chapter VI - “Rules of Operation of the Internal Control Framework” shall be reworded as follows:

**“VI. Rules of Operation of the Governance System”**,

14) §§ 26-27 shall be reworded as follows:

### **“§ 26**

1. The Bank shall have a governance system.

2. The governance system shall be comprised of a set of rules and mechanisms related to the decision-making processes occurring in the Bank and the evaluation of the Bank's operations.
3. The governance system of the Bank shall comprise in particular:
  - 1) a risk management system,
  - 2) an internal control framework.
4. The Management Board shall design, implement and ensure the operation of the governance system. The Supervisory Board shall oversee the implementation of the governance system and evaluate its adequacy and effectiveness.
5. The rules of operation of the governance system, including the risk management system and the internal control framework, shall be specified in the internal regulations of the Bank.

## § 27

1. The aim of the internal control framework is to ensure:
  - 1) efficiency and effectiveness of the Bank's operations,
  - 2) reliability of financial reporting,
  - 3) observance of the rules of risk management in the Bank,
  - 4) compliance of the Bank's operation with the laws, internal policies and market standards.
2. Within the internal control framework, the Bank shall have a separate:
  - 1) control function responsible for the observance of controls regarding in particular risk management in the Bank, which shall comprise positions, groups of staff or organizational units responsible for the performance of duties assigned to the function;
  - 2) compliance function responsible for identifying, evaluating, controlling and monitoring the risk of the Bank's activities failing to comply with the laws, internal regulations and market standards and for reporting in this regard;
  - 3) internal audit function responsible for independent and objective auditing and evaluation of the adequacy and effectiveness of the risk management system and the internal control framework except for the internal audit function.

3. The internal audit function and the compliance function shall be independent and shall report directly to the President of the Management Board.
4. The appointment and dismissal of the head of the internal audit function and of the compliance function shall require prior approval of the Supervisory Board.”

15) following § 27, a §27a shall be added, reading as follows:

**“§ 27a**

1. The duties of the risk management system shall include the identification, measurement, evaluation, control, monitoring of and reporting on the risks inherent in the operations of the Bank so as to ensure the correct functioning of the process of setting and accomplishing specific targets in the Bank’s operations.
2. Within the risk management system, the Bank shall:
  - 1) follow formalised rules for determining the size of the risk taken and the risk management rules;
  - 2) follow formalised procedures for identifying, measuring and evaluating, controlling, monitoring of and reporting on the risks inherent in the Bank’s operations, also taking into account the anticipated level or risk in the future;
  - 3) implement formal risk mitigating limits and the rules of procedure in the event of overrun of such limits;
  - 4) operate the implemented management information system allowing one to monitor the level of risk;
  - 5) have an organizational structure appropriate for the size and profile of the risk the bank is exposed to.

16) § 28 shall receive the following wording:

**“§ 28**

1. The Bank’s own funds shall be the sum of Tier 1 capital and Tier 2 capital.
2. The Bank’s own funds shall be created in accordance with the rules set out in the applicable laws.”,

17) The following sentence shall be added in § 29 section 1:

“The capital surplus may also be allocated for other purposes, including in particular for an increase of the share capital.”

18) section 3 of § 29 shall be reworded as follows:

“3. Decisions concerning the appropriation of the capital surplus shall be made by the General Meeting. However, a part of the capital surplus equal to a third of the share capital may only be allocated to the coverage of balance sheet loss, if any.”,

19) section 3 of § 30 shall be deleted:

20) following § 31 a § 31a shall be added, reading as follows:

#### “§ 31a

1. Special funds may be established by allocations from the after-tax profit, on the basis of resolutions of the General Meeting.
2. When establishing a special fund, the General Meeting shall define its purpose.”.

#### § 2.

The Supervisory Board is hereby authorised to prepare the consolidated text of the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna comprising the amendments referred to in § 1 of this resolution.

#### § 3.

The resolution shall come into force on the day of its adoption.

### Rationale

#### **of the draft resolution on amendments to the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

The proposed amendments to the Articles of Association of the Bank are described below:

**Re. 1)** The aim of the proposed amendment to § 1 section 1 is to bring the Bank's Articles of Association to compliance with the terminology used in the Act of 29 August 1997 “Banking Law” and to harmonise the provisions of the Articles in connection with other proposed changes in the internal control framework. The market standards which the Bank accepted to follow are to be understood as, among other things, the best

practice sets such as the “Principles of Corporate Governance for Supervised Entities” or “Best Practice for WSE-Listed Companies 2016”.

**Re. 2)** The proposed amendment consisting of addition of § 5a is aimed at bringing the provisions of the Bank’s Articles of Association to compliance with Article 51 of the Act of 11 February 2016 on State Aid in the Upbringing of Children. The activities performed on the basis of the proposed rule will not be for profit and thus will not constitute an object of the Bank’s business.

**Re. 3) and 4)** The matter of considering and issuing opinions on resolutions to be adopted by the General Meeting is now included in the Rules and Regulations of the Supervisory Board whereas the matter of publication of draft resolutions of the General Meeting and other documents is provided for in the Rules and Regulations of the General Meeting. Therefore, it is proposed to delete § 9 section 3 from the Articles of Association of the Bank, governing the publication of materials connected with the General Meeting, as the issue has been provided for in another corporate document and is governed by general laws anyway. The draft amendments to § 9 section 2 of the Articles of Association of the Bank refer to the rule laid down in section II.Z.11 of the “Best Practice for WSE-Listed Companies 2016” whereby the supervisory board is to consider and issue opinions on matters to be resolved by the general meeting. Corresponding amendments are postulated in regard to the Rules and Regulations of the Supervisory Board and the Rules and Regulations of the General Meeting and these will be presented to the Annual General Meeting.

**Re. 5)** The draft amendments to § 15 of the Articles of Association of the Bank:

- it is suggested that the matter of approval by the Supervisory Board of the risk management strategy and the general risk appetite should be included in one section and be formulated more precisely;
- the rule concerning the enactment by the Supervisory Board of the Rules of Appropriation of the Reserve Capital has been abandoned - according to the Commercial Companies Code and the Bank’s Articles of Association, it is the General Meeting which decides about the appropriation of the reserve capital and the capital may only be allocated to the coverage of balance sheet losses, if such occur. If there is a likelihood of occurrence of balance sheet losses, the Management Board shall apply to the Annual Meeting requesting that the General



Meeting adopt a resolution in respect of appropriation of the reserve capital. The draft version of the relevant resolution of the General Meeting is reviewed by the Supervisory Board and so the process of application to the General Meeting for the appropriation of the reserve capital is properly monitored by the Supervisory Board. Therefore the Rules of Appropriation of the Reserve Capital are of a rather limited scope;

- a reference is made to the title of a document which is approved by the Supervisory Board, namely the Rules of Management of Capital Adequacy and Own Funds and issues which should be covered in this document are specified;
- amendments are suggested to § 15.1.12.d) with the view to implementing the rule stipulated in section V.Z.5. of the “Best Practice for WSE-Listed Companies 2016”, among other things by stipulating that prior permission of the Supervisory Board is required for the Bank’s entering into a material contract with a shareholder holding at least 5% of the total number of voting rights in the Bank;
- amendments are suggested to § 15.1.13 and in § 15.2, the aim of which is to harmonise these rules with the current wording of Articles 22a and 22b of the Act of 29 August 1997 “Banking Law”;
- The numbering of the matters which are to be resolved by the Supervisory Board by a qualified majority of 2/3 of the votes has been harmonised with the proposed amendments to § 15.1;
- also, certain housekeeping changes are proposed.

**Re. 6)** The numbering of the matters which are to be resolved by the Supervisory Board by a qualified majority of 2/3 of the votes has been harmonised with the proposed amendments to § 15.1;

**Ad. 7)** It is suggested to specify the risk committee in § 17a section 1, the establishment of which in a major bank is required by the Act of 29 August 1997 “Banking Law”;

**Re. 8)** It is suggested to simplify § 19 by way of an appropriate modification of the current § 19.1 and the deletion of the current sections 2 and 3 in connection with the unification of the procedure of appointment of members of the Management Board and the fact that the matter of appointment of members of the Management Board subject to approval of the Polish Financial Supervision Commission is covered elsewhere in the

Articles of Association (§ 15) and in Article 22b of the Act of 29 August 1997 “Banking Law”.

**Re. 9) i 10)** The principal aim of the proposed amendments to § 22 is to indicate that the Rules and Regulations of the Management Board approved by the Supervisory Board will specify matters requiring the adoption of a resolution by the Management Board. The existing section of the Articles of Association containing an open-ended catalogue of matters requiring approval by way of Management Board resolution will be transferred to the Rules and Regulations of the Management Board as appropriate. Such a solution is in line with the rule following from Article 22a.5 of the Act of 29 August 1997 “Banking Law” that the management board decides about and the supervisory board approves the division of responsibilities within the management board of the bank. In addition, the current wording has been clarified by appropriate modification so as to underscore that the adoption of resolutions by an absolute majority of votes may also happen outside a meeting. Also, a change in the order of the sections is proposed.

**Re. 11)** The proposed amendment to § 23.4 is to clarify this provision and align its wording with Articles 22a and 22b of the Act of 29 August 1997 “Banking Law”. It is also proposed to clarify § 23.5 by stating that the members of the Management Board participate in the management of the Bank also in compliance with the Organizational Regulations of the Bank, which are enacted by the Management Board and approved by the Supervisory Board. The document in question specifies the areas of the Bank’s operations assigned to the respective members of the Management Board.

**Re. 12)** The proposed amendment to § 25 section 1 point 3 subpoints a)-c) is a consequence of other proposed amendments and serves to emphasise that the assignment of the areas of operation to the respective members of the Management Board is reflected in the Organizational Regulations of the Bank.

**Ad. 13)-15)** In accordance with the amendments to the Act of 29 August 1997 “Banking Law” brought in under the Act of 5 August 2015 on Macro-Prudential Oversight of the Financial System and Crisis Management in the Financial System, the articles of association of a bank should set out the rules of operation of the governance system. Therefore, the rules of operation of the governance system, including the risk management system and the internal control framework have been specified in the draft

provisions. The present provisions concerning the internal control framework have been harmonised with said amendments to the Act of 29 August 1997 "Banking Law".

**Re. 16)** The proposed § 28 makes a reference to Article 4.1.118 of Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012, according to which "own funds" mean the sum of Tier 1 capital and Tier 2 capital. It was decided not to define the individual funds in detail, instead making a reference to the relevant laws.

**Re. 17) and 18)** The proposed amendments to § 29 mean that the capital surplus may be appropriated for other purposes than the coverage of balance sheet losses under a resolution of the General Meeting.

**Re. 19)** The reasons behind the suggestion to delete a section referring to the enactment by the Supervisory Board of the Rules of Appropriation of Capital Surplus are provided in the section concerning the amendments to § 15.

**Re. 20)** In connection with the proposed amendments to § 28, the current provisions related to special funds have been moved to a new section of the text. It was also stated that when establishing a special fund, the General Meeting shall define its purpose.

The amendments referred to in § 1 sections 3-20 of the draft resolution of the Annual General Meeting on amendments to the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna require the consent of the Polish Financial Supervision Authority. The text of the currently ruling Articles of Association containing highlighted proposed amendments has been attached to this justification.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No.    /2016  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on approving the Rules and Regulations of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

Pursuant to § 9.1.2 of the Bank's Articles of Association, the Annual General Meeting adopts the following:

**§ 1.**

The Annual General Meeting approves the Rules and Regulations of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna as adopted under resolution No. 46/2016 of the Supervisory Board of 2 June 2016 concerning the Rules and Regulations of the Supervisory Board.

**§ 2.**

The resolution shall come into force on the day of its adoption.

**Rationale**

**of the draft resolution on approving the Rules and Regulations of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

The Rules and Regulations of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna as adopted under resolution No. 46/2016 of the Supervisory Board of 2 June 2016 contain the following modifications compared with the current Rules and Regulations of the Supervisory Board approved by the Annual General Meeting:

- 1) **§ 1.1** - Item 1 has been clarified by citing in the Rules and Regulations the title of the document "Best Practice for WSE-Listed Companies 2016", and an editorial amendment has been made in point 11).
- 2) **§ 3.1** - Amendments are suggested concerning the considering of and issuing opinions by the Supervisory Board on matters put by the Management Board on the agenda of the General Meeting. According to the currently effective Rules and

Regulations of the Supervisory Board, the Supervisory Board reviews and issues opinions on matters put on the agenda of the General Meeting by the Management Board. The amendment relates to the rule expressed in section II.Z.11 of the Best Practice for WSE-Listed Companies 2016 according to which the Supervisory Board shall review all the matters to be the subject of resolutions by the General Meeting. However, the draft regulations propose an option for the Supervisory Board to abstain from reviewing and giving opinions on matters solely related to the Supervisory Board or the Members of the Supervisory Board as well as any business put on the agenda by the shareholders after the General Meeting has been convened. Such an abstention by the Supervisory Board from reviewing and giving an opinion on a given matter shall be the subject of a relevant report concerning one-off non-observance of the rule stipulated in section II.Z.11 of the Best Practice for WSE-Listed Companies 2016 with a justification referring to premises shown in proposed provisions of the Rules and Regulations. The amendments to § 3.1. are correlated with the pertinent amendments suggested in the Articles of Association and the Rules and Regulations of the General Meeting.

- 3) **§ 3.3** - The aim of this amendment is to implement the rule expressed in section II.Z.10 of the Best Practice for WSE-Listed Companies 2016.
- 4) **§ 4.1.3 b)** - A clarifying amendment: the President of the Management Board is a member of the Management Board.
- 5) **Deletion of the present § 5** - This provision was a reflection of the relevant provisions of the Best Practice for WSE-Listed Companies effective until 31 December 2015. The matter of reporting on the independence criteria has been regulated in draft § 5.1 of the Rules and Regulations of the Supervisory Board (former § 6.1).
- 6) **§ 5.1 (renumbered)** - Due to the expected abrogation of the Regulation of the Minister of Finance on current and periodic disclosures to be made by issuers of securities and the conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, a general reference has been made to laws and regulations concerning disclosures by issuers of securities. In addition, the clause regarding the independence criteria has been

clarified by adding a reference to the Best Practice for WSE-Listed Companies 2016.

7) **§ 6 (renumbered)** - The following amendments have been suggested:

- addition in the Rules and Regulations of the Supervisory Board of explicit authorisation for the Chairman to represent the Supervisory Board vis-a-vis the other governing bodies of the Bank, the regulators and other parties;
- deletion of the phrase “whose members function as Members of the Supervisory Board delegated to perform specific supervisory duties within the Bank” - so as to avoid doubts that now - because of the well-established in the regulations the position of the Supervisory Board’s committees - the appointment to the Supervisory Board’s committee does not mean the delegation to the permanent individual supervision;
- the risk committee has been added, the establishment of which in a major bank is required by the Act of 29 August 1997 “Banking Law”;
- the specific stipulations regarding to the business of the Supervisory Board’s committees have been deleted; said stipulations may be included in the rules and regulations of each respective committee of the Supervisory Board;

8) **§ 7 (renumbered)** - The aim of the amendment is to emphasise that the Supervisory Board has the right to engage the services of advisors and experts at any time.

9) **§ 12.5 and § 13.3 (renumbered)** - The provisions of the Rules and Regulations of the Supervisory Board concerning the option to cast an “abstaining” vote have been clarified.

10) **§ 14.8 (renumbered)** - The language has been harmonized with the current wording of the Articles of Association and the draft amendments thereto.

A draft of the Rules and Regulations of the Supervisory Board as amended has been attached to this justification, highlighting the modifications made in the current version of the document approved by the General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2016  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on adoption of the Rules and Regulations of the General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

Pursuant to § 10 section 2 of the Bank's Articles of Association, the Annual General Meeting adopts the following:

§ 1.

The Rules and Regulations of the General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall be adopted in the wording constituting an attachment hereto.

§ 2.

The Rules and Regulations of the General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, referred to in § 1, shall come into force on the date following the conclusion of the Annual General Meeting of PKO Bank Polski Spółka Akcyjna convened for 30 June 2016.

§ 3.

As of the date referred to in § 2, the Rules and Regulations of the General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna in the wording adopted by the Resolution No 29/2012 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 6 June 2012 shall be repealed.

§ 4.

The Resolution shall come in force on the date of its adoption, subject to the provisions of § 2 and 3.

## Rationale

### **to the draft resolution on adoption of the Rules and Regulations of the General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

In relation to the currently applicable Rules and Regulations of the General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, the presented draft of the above regulations assumes:

- 1) the introduction of an obligation to submit, by a shareholder proposing a candidate to the Supervisory Board of the Bank, to the Chairman of the General Meeting or the Management Board, respectively, the specified documents relating to the candidate which will enable the General Meeting to evaluate properly the candidature (§ 22).
- 2) Regulation of certain rules resulting from the Best Practice of GPW Listed Companies 2016 i.e.:
  - introduction of an obligation for the Management Board or the Chairman of the General Meeting, respectively, to request a shareholder or shareholders proposing a draft resolution to present the justification of the draft resolution, if such a justification has not been presented before (§14),
  - extension of the provisions of the Rules and Regulations to the issues concerning breaks in the proceedings of the General Meeting (§8),
- 3) Alignment of provisions on providing opinions on the matters put on the agenda of the General Meeting by the Supervisory Board, in accordance with the amendments proposed to the Articles of Association and the Rules and Regulations of the Supervisory Board (§25).

Apart from the above amendments, the amendments specifying the current provisions and drafting changes have been proposed.

The proposal of the new wording of the Rules and Regulations of the General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna with the amendments highlighted in relation to the currently applicable wording of the regulations constitutes an attachment to this justification.

The resolution has received the approval of the Supervisory Board.



**RESOLUTION No. /2016  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 30 June 2016**

**concerning dismissal of the composition of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Supervisory Board**

Pursuant to Art. 385 §1 of the Commercial Companies Code the Annual General Meeting adopts the following:

**§ 1.**

... is dismissed as a member of the Supervisory Board.

**§ 2.**

This resolution shall come into force as of the date of its adoption.

**Rationale**

**to the draft resolution concerning dismissal of the composition of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Supervisory Board**

Pursuant to Article 385 § 1 of the Commercial Companies Code, members of the Supervisory Board are appointed and dismissed by the General Meeting.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2016  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 30 June 2016**

**on appointment to membership in Powszechna Kasa Oszczędności Bank Polski  
Spółka Akcyjna Supervisory Board**

Acting pursuant to Article 385 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

.....is hereby appointed as a member of the Supervisory Board.

§ 2.

The resolution shall come into force on the day of its adoption.

**Rationale**

**to the draft resolution concerning on appointment to membership in Powszechna  
Kasa Oszczędności Bank Polski Spółka Akcyjna Supervisory Board**

Pursuant to Article 385 § 1 of the Commercial Companies Code, members of the Supervisory Board are appointed and dismissed by the General Meeting.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.