

**Draft resolutions of the Ordinary General Meeting  
of Bank Polska Kasa Opieki Spółka Akcyjna on 21<sup>st</sup> June 2018**

The Management Board of the Bank is presenting the drafts of resolutions and the documents, being important to the resolutions adopted, which are to be the subject of debates of the Ordinary General Meeting and which have not been previously communicated to the public.

**Refers to the agenda item 2**

Resolution No.  
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 ..... as the Chairman of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna.

**Justification for the resolution 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**

Election of the Chairman shall take place during the General Meeting, 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.

**Refers to the agenda item 4**

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

Acting in accordance with § 8 sections 1-3 of the Rules of Procedure of General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting appoints the following members of the Voting Commission: .....

**Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on election of the Voting Commission**

Election of the Voting Commission shall take place during the General Meeting, in accordance with § 8 sections 1-3 of the Rules of Procedure of General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna.

**Refers to the agenda item 5**

Resolution No.  
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 adopts the agenda in the wording presented by the Management Board of the Bank in the announcement of convening the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna, in accordance with Article 402<sup>1</sup> of the Commercial Companies Code.

**Refers to the agenda item 12 1)**

Resolution No.  
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.

**Refers to the agenda item 12 2)**

Resolution No.  
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.

**Refers to the agenda item 12 3)**

Resolution No.  
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.

**Refers to the agenda item 12 4)**

Resolution No.  
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.

## Refers to item 12 5) of the agenda

Resolution No.  
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 6<sup>th</sup> July 2018.

### § 4

The date of payment of the dividend is set on 20<sup>th</sup> July 2018.

### § 5

The Resolution is enacted upon its adoption.

## **Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the distribution of profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2017**

While presenting the motion regarding the distribution of the profit of Bank Pekao S.A. for the year 2017, the Management Board has taken into account the strong capital position, which ensures the safe position of the Bank even in the case of fluctuations on the market and enables implementation of the plans of growth. The KNF recommendations regarding dividend payment as well as macroeconomic scenario were also taken into account.

According to the motion of the Management Board of the Bank the payment of dividend shall amount to PLN 7.90 per share, which results in 99.3% of dividend payout rate of the profit of the Bank for 2017.

The Supervisory Board has given its positive opinion on the motion of the Management Board of the Bank concerning the distribution of the profit and recommended to the Ordinary General Meeting to adopt a resolution in this matter.

**Refers to the agenda item 12 6)**

Resolution No.  
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.

**Enclosures:**

**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.**

**Justification of the resolution 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**

Report on the activity of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2017 and the results of the performed assessment of: the reports on the activities 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<sup>st</sup> 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 ("The Report") is being considered and approved by the Ordinary General Meeting, in accordance with § 13 point 3 of the Bank's Statute. The Report was prepared taking into account rules II.Z.10.1., II.Z.10.2 and II.Z.10.4 of "Code of Best Practice for WSE Listed Companies 2016" i.e. among others it contains the assessment of the situation of the Bank including the assessment of internal control systems, risk management, compliance and internal audit functions, as well as rationality of the Bank's policy in terms of sponsorship and charitable activities.

**Refers to the agenda item 12 7)**

Resolution No.  
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 1<sup>st</sup> January to 8<sup>th</sup> June 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 1<sup>st</sup> January to 8<sup>th</sup> June 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 1<sup>st</sup> January to 8<sup>th</sup> June 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 1<sup>st</sup> January to 8<sup>th</sup> June 2017, hereby receives a vote of approval for the performance of her duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 1<sup>st</sup> January to 7<sup>th</sup> June 2017, hereby receives a vote of approval for the performance of her duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 1<sup>st</sup> January to 7<sup>th</sup> June 2017, hereby receives a vote of approval for the performance of her duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 1<sup>st</sup> January to 7<sup>th</sup> June 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 1<sup>st</sup> January to 7<sup>th</sup> June 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 8<sup>th</sup> June to 31<sup>st</sup> December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.



Resolution No.  
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 8<sup>th</sup> June to 31<sup>st</sup> December 2017, hereby receives a vote of approval for the performance of her duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 8<sup>th</sup> June to 31<sup>st</sup> December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 8<sup>th</sup> June to 31<sup>st</sup> December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 8<sup>th</sup> June to 31<sup>st</sup> December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 8<sup>th</sup> June to 31<sup>st</sup> December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 8<sup>th</sup> June to 31<sup>st</sup> December 2017, hereby receives a vote of approval for the performance of her duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 8<sup>th</sup> June to 31<sup>st</sup> December 2017, hereby receives a vote of approval for the performance of her duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 8<sup>th</sup> June to 31<sup>st</sup> December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

**Refers to the agenda item 12 8)**

Resolution No.  
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 1<sup>st</sup> January to 14<sup>th</sup> June 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 1<sup>st</sup> January to 14<sup>th</sup> June 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 1<sup>st</sup> January to 14<sup>th</sup> June 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 1<sup>st</sup> January to 6<sup>th</sup> July 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 1<sup>st</sup> January to 6<sup>th</sup> July 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 1<sup>st</sup> January to 21<sup>st</sup> September 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 1<sup>st</sup> January to 31<sup>st</sup> December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 15<sup>th</sup> June to 6<sup>th</sup> November 2017 and President of the Management Board of the Bank from 7<sup>th</sup> November to 31<sup>st</sup> December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 7<sup>th</sup> July to 31<sup>st</sup> December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 7<sup>th</sup> July to 31<sup>st</sup> December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 7<sup>th</sup> July to 31<sup>st</sup> December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 7<sup>th</sup> July to 31<sup>st</sup> December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.  
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 21<sup>st</sup> August to 31<sup>st</sup> December 2017, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

### **Refers to the agenda item 13**

Resolution No.  
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.

### **Justification for the resolution 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 Grup for the years 2018 – 2020**

Pursuant to Article 66 sec. 4 of the of the Act of 29 September 1994 on Accounting, the selection of an audit firm to audit financial statements is made by the body approving the entity's financial statements, unless the articles of association, agreement or other binding legal regulations provide otherwise. According to § 13 p. 17 of the Bank's Statute, the appointment of the entity authorized to audit financial statements and review the financial statements, is within the competence of the General Meeting.

The Supervisory Board has decided to present to the General Meeting a proposal regarding the appointment of audit firm, KPMG Audyt spółka z ograniczoną odpowiedzialnością sp.k. The proposal of the Supervisory Board is consistent with the recommendation of the Audit Committee.

### **Refers to the agenda item 14**

Resolution No.  
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.

### **Justification of the resolution 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**



Pursuant to § 18 point 19 of the Bank's Statute, in connection with § 28 sec. 3 of Principles of Corporate Governance for Supervised Institutions issued by the Financial Supervision Authority, the supervisory body shall prepare and submit to the decision making body an yearly report on assessment of functioning of the compensation policy in the supervised institution. With regards to the above, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna conducted an assessment of functioning of the Compensation Policy in Bank Polska Kasa Opieki Spółka Akcyjna in the year 2017 and the results of this assessment have been presented in the Report on the assessment of the Compensation Policy of Bank Polska Kasa Opieki Spółka Akcyjna in 2017.

Pursuant to § 28 item 4 § 28 item 4 of Principles of Corporate Governance for Supervised Institutions, the decision making body shall assess whether the established compensation policy contributes to the development and security of the operations in the supervised institution.

The Bank implemented in 2017 Compensation Policy that contributed to development and security of the Bank's operations, through the implementation of the provisions and objectives based on ensuring the long-term growth of shareholder value and stability of the company's operations.