

RESOLUTIONS ADOPTED BY THE ORDINARY GENERAL MEETING OF BANK POLSKA KASA
OPIEKI SPÓŁKA AKCYJNA ON 17 APRIL 2024

Resolution No. 1
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024
on the election of the Chairperson of the Ordinary General Meeting
of Bank Polska Kasa Opieki Spółka Akcyjna

§ 1.

Acting pursuant to Article 409 § 1 of the Commercial Companies Code and § 6 paragraph 1 of the Regulations of the General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting elects Radosława Leszka Kwaśnickiego as the Chairperson of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna.

§ 2.

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

After the ballot had been taken, the Chairman announced that in secret ballot on the above mentioned resolution the number of shares was 186 521 492 shares, from which the total number of 186 521 492 valid votes were cast, representing 71,06 % of shares in the share capital:

- 186 521 492 votes were cast for adoption of the resolution,
- 0 votes were cast against the resolution,
- 0 votes abstained.

The Chairman stated that the proposed resolution was adopted which means that Mr. Radosław Leszek Kwaśnicki was elected Chairman of the Ordinary General Meeting.

Resolution No. 2
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024
on the adoption of the amended agenda of the Ordinary General Meeting
of Bank Polska Kasa Opieki Spółka Akcyjna

§ 1.

The Ordinary General Meeting adopted in individual points relating to conclusions from the shareholder's applications PZU Spółka Akcyjna with its registered office in Warsaw, provided that to a certain extent in the wording specified by the Bank's Management Board in the announcement of convening the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna, pursuant to Art. 402¹ of the Commercial Companies Code, i.e.:

1. Opening of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna.
2. Election of the Chairperson of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna.
3. Statement of the correctness of convening of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna.
4. Adopting the agenda of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna.
5. Review of the "Report on the Activities of the Bank Pekao S.A. Group for 2023 (prepared jointly with the Report on the Activities of Bank Pekao S.A.)".
6. Review of the "Standalone Financial Statements of Bank Pekao S.A. for the year ended December 31, 2023".
7. Review of the "Consolidated Financial Statements of the Bank Pekao S.A. Group for the year ended December 31, 2023".
8. Review of the "Motion on the distribution of profit of Bank Polska Kasa Opieki Spółka Akcyjna".
9. Review of the "Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for 2023, together with assessments and opinions made in accordance with regulatory requirements".
10. Adoption of resolutions on:
 - 1) approval of the "Report on the Activities of the Bank Pekao S.A. Group for 2023 (prepared jointly with the Report on the Activities of Bank Pekao S.A.)",
 - 2) approval of the "Standalone Financial Statements of Bank Pekao S.A. for the year ended December 31, 2023",
 - 3) approval of the "Consolidated Financial Statements of the Bank Pekao S.A. Group for the year ended December 31, 2023",
 - 4) distribution of profit of Bank Polska Kasa Opieki Spółka Akcyjna,
 - 5) approval of the "Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for 2023, together with assessments and opinions made in accordance with regulatory requirements",
 - 6) assessment of the individual suitability of the members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability of the members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna, and assessment of the collective suitability of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the collective suitability of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna.
11. Review of the "Report on the Evaluation of the Bank's Remuneration Policy in 2023" and adoption of a resolution on the evaluation of the Remuneration Policy of Bank Polska Kasa Opieki Spółka Akcyjna in 2023.
12. Review of the "Report on the remuneration of Members of the Management Board and Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for 2023" and adoption of a resolution regarding the opinion thereon.

13. Review of the “Self-assessment of the adequacy of internal regulations regarding the functioning of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna and the effectiveness of its operation in 2023” as well as adoption of a resolution on the assessment of the adequacy of internal regulations regarding the functioning of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna and the effectiveness of its operation.
14. Presentation by the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna of the “Report on the assessment of compliance by Bank Polska Kasa Opieki Spółka Akcyjna in 2023 with the Principles of Corporate Governance for Supervised Institutions issued by the Polish Financial Supervision Authority on July 22, 2014”.
15. Adoption of resolutions on the appointment of members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for a new joint term of office, taking into account the assessment of fulfilment of suitability requirements. (Technical break for the Bank’s services to prepare information on whether the appointed composition of the Supervisory Board has met the requirement of collective suitability).
16. Adoption of a resolution on the assessment of the collective suitability of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna.
17. Adoption of resolutions on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and authorizing the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish the consolidated text of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna.
18. Adoption of resolutions on granting discharge to members of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2023,
19. Adoption of resolutions on granting discharge to members of the Supervisory of Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2023.
20. Closing of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 186 533 869 shares, from which the total number of 186 533 869 valid votes were cast, representing 71,07 % of shares in the share capital:

- 126 613 948 votes were cast for adoption of the resolution,
- 12 377 votes were cast against the resolution,
- 59 907 544 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 4
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024
regarding approval of the "Report on the activities of the Bank Pekao S.A. Capital Group for 2023
(prepared together with the Report on the activities of Bank Pekao S.A.)"

Acting pursuant to Article 393 point 1) and Article 395 § 2 point 1) of the Commercial Companies Code and § 13 point 1) and § 13 point 5) of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting hereby resolves as follows:

§ 1.

The "Report on the activities of the Bank Pekao S.A. Capital Group for 2023 (prepared together with the Report on the activities of Bank Pekao S.A.)" is hereby approved.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 186 533 869 shares, from which the total number of 186 533 869 valid votes were cast, representing 71,07 % of shares in the share capital:

- 186 211 533 votes were cast for adoption of the resolution,
- 1 votes were cast against the resolution,
- 322 335 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 5
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024
on the approval of the “Standalone Financial Statements of Bank Pekao S.A.
for the year ended December 31, 2023”

Acting pursuant to Article 393 point 1) and Article 395 § 2 point 1) of the Commercial Companies Code and § 13 point 1) of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting hereby resolves as follows:

§ 1.

The “Standalone Financial Statements of Bank Pekao S.A. for the year ended December 31, 2023”, comprising:

- a) the statement of financial standing as at December 31, 2023, showing total assets and liabilities and equity of PLN 294,477 million (in words: two hundred and ninety-four billion four hundred and seventy-six million),
- b) the statement of comprehensive income for the financial year ended December 31, 2023, showing a total income of PLN 9,128 million (in words: nine billion one hundred and twenty-eight million),
- c) the profit and loss account for the financial year ended December 31, 2023, showing a net profit of PLN 6,718 million (in words: six billion seven hundred and eighteen million),
- d) the statement of changes in equity for the financial year ended December 31, 2023, showing an increase in equity by PLN 7,706 million (in words: seven billion seven hundred and six million),
- e) the cash flow statement for the financial year ended December 31, 2023, showing a decrease in net cash by PLN 3,375 million (in words: three billion three hundred seventy-five million),
- f) explanatory notes, comprising a description of significant accounting policies and other information.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 186 533 868 shares, from which the total number of 186 533 868 valid votes were cast, representing 71,07 % of shares in the share capital:

- 186 197 121 votes were cast for adoption of the resolution,
- 14 413 votes were cast against the resolution,
- 322 334 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 6
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024
on the approval of the "Consolidated Financial Statements of the Bank Pekao S.A. Capital Group for
the year ended December 31, 2023"

Acting pursuant to Article 395 § 5 of the Commercial Companies Code and § 13 point 5 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting hereby resolves as follows:

§ 1.

The "Consolidated Financial Statements of the Bank Pekao S.A. Capital Group for the year ended December 31, 2023" are hereby approved and comprise the following:

- a) the consolidated statement of financial standing as of December 31, 2023, showing total assets and liabilities and equity of PLN 305,723 million (in words: three hundred and five billion seven hundred and twenty-three million),
- b) the consolidated statement of comprehensive income for the financial year ended December 31, 2023, showing a total income of PLN 8,990 million (in words: 8 billion nine hundred and ninety million),
- c) the consolidated profit and loss account for the financial year ended December 31, 2023, showing a net profit of PLN 6,580 million (in words: six billion five hundred and eighty million),
- d) the consolidated statement of changes in equity for the financial year ended December 31, 2023, showing an increase in equity by PLN 7,566 million (in words: seven billion five hundred and sixty-six million),
- e) the consolidated cash flow statement for the financial year ended December 31, 2023 showing a decrease in net cash by the amount of PLN 2,978 million (in words: two billion nine hundred and seventy-eight million),
- f) explanatory notes, comprising a description of significant accounting policies and other information.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 186 533 868 shares, from which the total number of 186 533 868 valid votes were cast, representing 71,07 % of shares in the share capital:

- 186 199 293 votes were cast for adoption of the resolution,
- 12 241 votes were cast against the resolution,
- 322 334 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 7
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024
on the distribution of profit of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 395 § 2 point 2) of the Commercial Companies Code and § 13 point 2) and § 33 par. 1 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting hereby resolves as follows:

§ 1.

The undistributed part of the net profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2019 in the amount of PLN 1,685,057,618.28 (in words: one billion six hundred eighty-five million fifty-seven thousand six hundred and eighteen zlotys 28/100) is allocated to dividends,

§ 2.

The profit of Bank Polska Kasa Opieki Spółka Akcyjna for 2023 in the amount of PLN 6,718,134,911.22 (in words: six billion seven hundred and eighteen million one hundred and thirty-four thousand nine hundred and eleven zlotys 22/100) is divided as follows:

- 1) the amount of PLN 1,686,584,359.44 (in words: one billion six hundred eighty-six million five hundred eighty-four thousand three hundred fifty-nine zlotys 44/100) is allocated to reserve capital,
- 2) the amount of PLN 3,354,367,034.52 (in words: three billion three hundred fifty-four million three hundred sixty-seven thousand thirty-four zlotys 52/100) is allocated to dividends,
- 3) the remaining part of the profit in the amount of PLN 1,677,183,517.26 (in words: one billion six hundred and seventy-seven million one hundred and eighty-three thousand five hundred and seventeen zlotys 26/100) is left undistributed.

§ 3.

The amount of dividend per share is PLN 19.20 (nineteen zlotys 20/100).

§ 4.

The dividend date is April 24, 2024.

§ 5.

The dividend payment date is May 10, 2024.

§ 6.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 186 534 169 shares, from which the total number of 186 534 169 valid votes were cast, representing 71,07 % of shares in the share capital:

- 186 533 079 votes were cast for adoption of the resolution,
- 1 090 votes were cast against the resolution,
- 0 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 8
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024
regarding the approval of the "Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka
Akcyjna for the year 2023 along with assessments and opinions prepared in accordance
with regulatory requirements"

Acting pursuant to Article 395 § 5 in conjunction with Article 382 § 3¹ of the Commercial Companies Code and § 13 point 3 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of the Bank hereby resolves as follows:

§ 1.

It approves the "Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2023 along with assessments and opinions prepared in accordance with regulatory requirements" attached as an appendix to this resolution.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 186 534 169 shares, from which the total number of 186 534 169 valid votes were cast, representing 71,07 % of shares in the share capital:

- 186 199 456 votes were cast for adoption of the resolution,
- 2 votes were cast against the resolution,
- 334 711 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 9
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024

on the assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Beata Kozłowska-Chyła** – Chairwoman of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving her self-assessment of the individual suitability.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 186 534 175 shares, from which the total number of 186 534 175 valid votes were cast, representing 71,07 % of shares in the share capital:

- 186 521 289 votes were cast for adoption of the resolution,
- 8 votes were cast against the resolution,
- 12 878 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 10
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024

on the assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Joanna Dynysiuk** – Deputy Chairwoman of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving her self-assessment of the individual suitability.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 186 533 675 shares, from which the total number of 186 533 675 valid votes were cast, representing 71,07 % of shares in the share capital:

- 186 520 989 votes were cast for adoption of the resolution,
- 8 votes were cast against the resolution,
- 12 678 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 11
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024

on the assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Małgorzata Sadurska** – Deputy Chairwoman of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving her self-assessment of the individual suitability.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 186 534 175 shares, from which the total number of 186 534 175 valid votes were cast, representing 71,07 % of shares in the share capital:

- 186 520 989 votes were cast for adoption of the resolution,
- 308 votes were cast against the resolution,
- 12 878 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 12
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024

on the assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Stanisław Ryszard Kaczoruk** – Secretary of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving his self-assessment of the individual suitability.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 186 534 175 shares, from which the total number of 186 534 175 valid votes were cast, representing 71,07 % of shares in the share capital:

- 186 521 289 votes were cast for adoption of the resolution,
- 508 votes were cast against the resolution,
- 12 378 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 13
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024

on the assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Marcin Izdebski** – Member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving his self-assessment of the individual suitability.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 186 534 175 shares, from which the total number of 186 534 175 valid votes were cast, representing 71,07 % of shares in the share capital:

- 186 521 289 votes were cast for adoption of the resolution,
- 8 votes were cast against the resolution,
- 12 878 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 14
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024

on the assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Sabina Bigos-Jaworowska** – Member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving her self-assessment of the individual suitability.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 186 534 175 shares, from which the total number of 186 534 175 valid votes were cast, representing 71,07 % of shares in the share capital:

- 186 520 989 votes were cast for adoption of the resolution,
- 302 votes were cast against the resolution,
- 12 878 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 15
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024

on the assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Justyna Głębiowska-Michalak** – Member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving her self-assessment of the individual suitability.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 186 534 175 shares, from which the total number of 186 534 175 valid votes were cast, representing 71,07 % of shares in the share capital:

- 186 521 289 votes were cast for adoption of the resolution,
- 8 votes were cast against the resolution,
- 12 878 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 16
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024

on the assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 59 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Michał Kaszyński** – Member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving his self-assessment of the individual suitability.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 186 534 175 shares, from which the total number of 186 534 175 valid votes were cast, representing 71,07 % of shares in the share capital:

- 186 520 989 votes were cast for adoption of the resolution,
- 308 votes were cast against the resolution,
- 12 878 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 17
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024

on the assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the individual suitability of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in “Recommendation Z concerning the principles of internal governance in banks” published by the Polish Financial Supervision Authority and § 59 point 3 of the “Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna”, constituting an appendix to Ordinance No. D/5/2021 of January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the individual suitability of **Marian Majcher** – Member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving his self-assessment of the individual suitability.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 186 534 175 shares, from which the total number of 186 534 175 valid votes were cast, representing 71,07 % of shares in the share capital:

- 186 521 489 votes were cast for adoption of the resolution,
- 308 votes were cast against the resolution,
- 12 378 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 18
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024

on the assessment of the collective suitability of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna by approving the self-assessment of the collective suitability of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 60 point 3 of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

It positively assesses the collective suitability of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna composed of:

- 1) Mrs Beata Kozłowska-Chyła, Chairwoman of the Supervisory Board of Bank
- 2) Mrs Małgorzata Sadurska, Deputy Chairwoman of the Supervisory Board of Bank,
- 3) Mr Stanisław Ryszard Kaczoruk, Secretary of the Supervisory Board of Bank,
- 4) Mr Marcin Izdebski, Member of the Supervisory Board of Bank,
- 5) Ms Sabina Bigos-Jaworowska, Member of the Supervisory Board of Bank,
- 6) Mr Michał Kaszyński, Member of the Supervisory Board of Bank,
- 7) Mr Marian Majcher, Member of the Supervisory Board of Bank,

by approving its self-assessment of collective suitability.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 189 681 504 shares, from which the total number of 189 681 504 valid votes were cast, representing 72,27 % of shares in the share capital:

- 189 668 818 votes were cast for adoption of the resolution,
- 308 votes were cast against the resolution,
- 12 378 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 19
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024
on the evaluation of the Remuneration Policy of Bank Polska Kasa Opieki Spółka Akcyjna in 2023

Acting pursuant to § 28 par. 4 of the Corporate Governance Principles for Supervised Institutions in conjunction with § 13 point 18 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting hereby resolves as follows:

§ 1.

Having reviewed the “Report on the evaluation of the functioning of the Bank’s Remuneration Policy in 2023” presented by the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna, the General Meeting of the Bank assesses that the Remuneration Policy of Bank Polska Kasa Opieki Spółka Akcyjna fosters the development and security of the Bank’s operations.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 189 681 497 shares, from which the total number of 189 681 497 valid votes were cast, representing 72,27 % of shares in the share capital:

- 188 655 381 votes were cast for adoption of the resolution,
- 675 940 votes were cast against the resolution,
- 350 176 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 20
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024
on regarding adjournment of the Ordinary General Meeting
of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 408 § 2 of the Commercial Companies Code, the Ordinary General Meeting hereby resolves as follows:

§ 1.

It is ordered that the Ordinary General Meeting be adjourned after consideration of item 17 of the agenda, approved by the above-mentioned resolution number 2 of this General Meeting, until May 16, 2024 at 10:30 a.m., the meeting will continue in Warsaw, at the Company's headquarters at number 1 Zubra Street.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 187 262 943 shares, from which the total number of 187 262 943 valid votes were cast, representing 71,35 % of shares in the share capital:

- 126 795 217 votes were cast for adoption of the resolution,
- 500 votes were cast against the resolution,
- 60 467 226 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 21
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024
on issuing an opinion on the "Report on remuneration of Members of the Management Board and
Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for 2023"

Acting pursuant to Article 395 § 2¹ of the Commercial Companies Code and Article 90g par. 6 of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies, the Ordinary General Meeting resolves as follows:

§ 1.

The Ordinary General Meeting gives a positive opinion on the "Report on remuneration of Members of the Management Board and Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for 2023".

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 189 681 504 shares, from which the total number of 189 681 504 valid votes were cast, representing 72,27 % of shares in the share capital:

- 135 623 759 votes were cast for adoption of the resolution,
- 53 965 902 votes were cast against the resolution,
- 91 843 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 22
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024
on the assessment of the adequacy of internal regulations regarding the functioning of the Supervisory
Board of Bank Polska Kasa Opieki Spółka Akcyjna and the effectiveness of its operations

Acting pursuant to § 13 point 18) of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and recommendation 8.9 incorporated in "Recommendation Z concerning the principles of internal governance in banks" published by the Financial Supervision Authority, the Ordinary General Meeting, based on the "Self-assessment of the adequacy of internal regulations regarding the functioning of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna and the effectiveness of its operation in 2023" and the following documents:

- 1) Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna,
- 2) Regulations of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna,
- 3) Regulations of the Nomination and Remuneration Committee of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna,
- 4) Regulations of the Audit Committee of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna,
- 5) Regulations of the Risk Committee of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna,

resolves as follows:

§ 1.

The General Meeting assesses that:

- 1) regulations defining the functioning of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna are adequate and compliant with the law and the requirements of supervisory authorities,
- 2) the activities undertaken by the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to perform its duties in 2023 were effective.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 189 681 503 shares, from which the total number of 189 681 503 valid votes were cast, representing 72,27 % of shares in the share capital:

- 189 668 318 votes were cast for adoption of the resolution,
- 807 votes were cast against the resolution,
- 12 378 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 23
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024
on the appointment of member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna
for a new joint term of office, taking into account the assessment of fulfilment of suitability
requirements

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 13 point 14 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting hereby resolves as follows:

§ 1.

The Ordinary General Meeting, taking into account the assessment of the fulfilment of the requirements of suitability, appoints **Mr. Krzysztof Czeszejko-Sochacki** as a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for a joint term of three years, commencing on **18 April 2024**.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 189 681 497 shares, from which the total number of 189 681 497 valid votes were cast, representing 72,27 % of shares in the share capital:

- 109 784 268 votes were cast for adoption of the resolution,
- 60 271 221 votes were cast against the resolution,
- 19 626 008 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 24
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024
on the appointment of member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna
for a new joint term of office, taking into account the assessment of fulfilment of suitability
requirements

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 13 point 14 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting hereby resolves as follows:

§ 1.

The Ordinary General Meeting, taking into account the assessment of the fulfilment of the requirements of suitability, appoints **Mr. Bartosz Grześkowiak** as a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for a joint term of three years, commencing on **18 April 2024**.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 189 681 497 shares, from which the total number of 189 681 497 valid votes were cast, representing 72,27 % of shares in the share capital:

- 128 677 268 votes were cast for adoption of the resolution,
- 60 271 221 votes were cast against the resolution,
- 733 008 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 25
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024
on the appointment of member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna
for a new joint term of office, taking into account the assessment of fulfilment of suitability
requirements

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 13 point 14 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting hereby resolves as follows:

§ 1.

The Ordinary General Meeting, taking into account the assessment of the fulfilment of the requirements of suitability, appoints **Mr. Radosław Niedzielski** as a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for a joint term of three years, commencing on **18 April 2024**.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 189 681 497 shares, from which the total number of 189 681 497 valid votes were cast, representing 72,27 % of shares in the share capital:

- 109 784 269 votes were cast for adoption of the resolution,
- 60 271 221 votes were cast against the resolution,
- 19 626 007 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 26
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024
on the appointment of member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna
for a new joint term of office, taking into account the assessment of fulfilment of suitability
requirements

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 13 point 14 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting hereby resolves as follows:

§ 1.

The Ordinary General Meeting, taking into account the assessment of the fulfilment of the requirements of suitability, appoints **Mr. Jacek Nieścior** as a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for a joint term of three years, commencing on **18 April 2024**.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 189 681 497 shares, from which the total number of 189 681 497 valid votes were cast, representing 72,27 % of shares in the share capital:

- 109 784 269 votes were cast for adoption of the resolution,
- 60 271 221 votes were cast against the resolution,
- 19 626 007 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 27
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024
on the appointment of member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna
for a new joint term of office, taking into account the assessment of fulfilment of suitability
requirements

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 13 point 14 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting hereby resolves as follows:

§ 1.

The Ordinary General Meeting, taking into account the assessment of the fulfilment of the requirements of suitability, appoints **Mr. Artur Nowak-Far** as a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for a joint term of three years, commencing on **18 April 2024**.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 189 681 496 shares, from which the total number of 189 681 496 valid votes were cast, representing 72,27 % of shares in the share capital:

- 128 677 269 votes were cast for adoption of the resolution,
- 60 271 221 votes were cast against the resolution,
- 733 006 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 28
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024
on the appointment of member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna
for a new joint term of office, taking into account the assessment of fulfilment of suitability
requirements

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 13 point 14 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting hereby resolves as follows:

§ 1.

The Ordinary General Meeting, taking into account the assessment of the fulfilment of the requirements of suitability, appoints **Mr. Artur Olech** as a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for a joint term of three years, commencing on **18 April 2024**.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 189 681 497 shares, from which the total number of 189 681 497 valid votes were cast, representing 72,27 % of shares in the share capital:

- 128 677 269 votes were cast for adoption of the resolution,
- 60 258 844 votes were cast against the resolution,
- 745 384 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 29
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024
on the appointment of member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna
for a new joint term of office, taking into account the assessment of fulfilment of suitability
requirements

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 13 point 14 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting hereby resolves as follows:

§ 1.

The Ordinary General Meeting, taking into account the assessment of the fulfilment of the requirements of suitability, appoints **Mr. Robert Sochacki** as a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for a joint term of three years, commencing on **18 April 2024**.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 189 681 497 shares, from which the total number of 189 681 497 valid votes were cast, representing 72,27 % of shares in the share capital:

- 128 677 269 votes were cast for adoption of the resolution,
- 60 271 221 votes were cast against the resolution,
- 733 007 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 30
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024
on the appointment of member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna
for a new joint term of office, taking into account the assessment of fulfilment of suitability
requirements

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 13 point 14 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting hereby resolves as follows:

§ 1.

The Ordinary General Meeting, taking into account the assessment of the fulfilment of the requirements of suitability, appoints **Mrs. Anna Wawrzyńczak-Palyniczak** as a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for a joint term of three years, commencing on **18 April 2024**.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 189 681 497 shares, from which the total number of 189 681 497 valid votes were cast, representing 72,27 % of shares in the share capital:

- 128 677 269 votes were cast for adoption of the resolution,
- 60 258 844 votes were cast against the resolution,
- 745 384 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 31
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024
on the assessment of the collective suitability of the Supervisory Board of Bank Polska Kasa Opieki
Spółka Akcyjna

Acting pursuant to Article 395 § 5 of the Commercial Companies Code, Recommendation 7.3 contained in "Recommendation Z concerning the principles of internal governance in banks" published by the Polish Financial Supervision Authority and § 10 par. 3) letter b) of the "Policy of selection of candidates for the function of a member of the Management Board and Key Function Holders and assessment of the suitability of the proposed and appointed members of the Management Board, Supervisory Board and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna", constituting an appendix to Ordinance No. D/5/2021 of January 12, 2021, the Ordinary General Meeting resolves as follows:

§ 1.

The Ordinary General Meeting positively assesses the collective suitability of the Supervisory Board of Polska Kasa Opieki Spółka Akcyjna composed of:

1. Mr. Krzysztof Czeszejko-Sochacki,
2. Mr. Bartosz Grześkowiak,
3. Mr. Radosław Niedzielski,
4. Mr. Jacek Nieścior,
5. Mr. Artur Nowak-Far,
6. Mr. Artur Olech,
7. Mr. Robert Sochacki,
8. Mrs. Anna Wawrzyńczak-Palynyczak.

§ 2.

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

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 189 681 496 shares, from which the total number of 189 681 496 valid votes were cast, representing 72,27 % of shares in the share capital:

- 129 253 155 votes were cast for adoption of the resolution,
- 60 351 464 votes were cast against the resolution,
- 76 877 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 32
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024
on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and authorizing
the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish the consolidated text
of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 point 8 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of the Bank hereby resolves as follows:

§ 1.

The Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that

- 1) in § 6 par. 1, point 15) is repealed,
- 2) in § 6 par. 1, point 20) is repealed,
- 3) in § 6 par. 1, point 21) is repealed,
- 4) in § 6 par. 1, point 22) is repealed,
- 5) in § 6 par. 1, point 28) is repealed,
- 6) § 6 par. 1 point 32) shall have the following wording:
“32) Conducting brokerage activities by performing the following activities referred to in Article 69 par. 2 and par. 4 of the Act on Trading in Financial Instruments of July 29, 2005:
 - a) accepting and transmitting orders to purchase or sell financial instruments, executing orders referred to in letter a, on the account of the principal,
 - b) purchasing or disposing financial instruments at the bank’s own account,
 - c) investment advisory services,
 - d) offering of financial instruments,
 - e) providing services in the performance of concluded underwriting agreements or concluding and performing other agreements of a similar nature, if their subject is financial instruments,
 - f) storing or keeping a record of financial instruments, including the maintenance of securities accounts, derivative accounts and collective accounts and the maintenance of cash accounts,
 - g) foreign exchange related to brokerage activities,
 - h) preparing investment analyses, financial analyses, and other general recommendations on transactions in relation to financial instruments,
 - i) providing additional services related to the underwriting agreement,”
- 7) § 6 par. 1 point 36) shall have the following wording:
“36) Issuing electronic identification means within the meaning of the provisions on trust services,”
- 8) in § 6, par. 3 in the following wording shall be added:
“3. The Bank may acquire or purchase shares and rights attached to shares and shares of another legal entity.”
- 9) In § 27, par. 5 shall have the following wording:
“5. The Bank’s purchase of its own shares for redemption requires the approval of the Polish Financial Supervision Authority.”

§ 2.

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorized to determine the consolidated text of the amended Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorization of the Polish Financial Supervision Authority referred to in § 3.

§ 3.

The resolution enters into force as of the date of its adoption, however, the amendment to the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna adopted under this Resolution requires entry in the Register of Entrepreneurs of the National Court Register in accordance with Article 430 § 1 of the Commercial Companies Code, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 189 681 496 shares, from which the total number of 189 681 496 valid votes were cast, representing 72,27 % of shares in the share capital:

- 189 681 196 votes were cast for adoption of the resolution,
- 300 votes were cast against the resolution,
- 0 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 33
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024

on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and authorizing
the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish the consolidated text
of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 point 8 of the Articles
of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of the Bank
hereby resolves as follows:

§ 1.

The Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way
that in § 6 par. 1 point 32 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna,
letters j) - l) shall be added as follows:

- “j) management of portfolios which include one or more financial instruments,
- k) advising companies on capital structure, corporate strategy or other issues related to such
structure or strategy,
- l) consulting and other services in mergers, demergers and acquisitions,”

§ 2.

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska
Kasa Opieki Spółka Akcyjna is authorized to determine the consolidated text of the amended Articles of
Association of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorization of the
Polish Financial Supervision Authority referred to in § 3.

§ 3.

The resolution enters into force as of the date of its adoption, however, the amendment to the Articles
of Association of Bank Polska Kasa Opieki Spółka Akcyjna adopted under this Resolution requires entry
in the Register of Entrepreneurs of the National Court Register in accordance with Article 430 § 1 of the
Commercial Companies Code, upon obtaining the consent of the Polish Financial Supervision Authority
to do so.

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the
above mentioned resolution the number of shares was 189 681 496 shares, from which the total number
of 189 681 496 valid votes were cast, representing 72,27 % of shares in the share capital:

- 189 681 196 votes were cast for adoption of the resolution,
- 300 votes were cast against the resolution,
- 0 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 34
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024

on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and authorizing
the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish the consolidated text
of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 point 8 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of the Bank hereby resolves as follows:

§ 1.

The Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that in § 6 par. 1 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, point 33a shall be added as follows:

“33a) consumer credit intermediation,”

§ 2.

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorized to determine the consolidated text of the amended Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorization of the Polish Financial Supervision Authority referred to in § 3.

§ 3.

The resolution enters into force as of the date of its adoption, however, the amendment to the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna adopted under this Resolution requires entry in the Register of Entrepreneurs of the National Court Register in accordance with Article 430 § 1 of the Commercial Companies Code, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 189 681 496 shares, from which the total number of 189 681 496 valid votes were cast, representing 72,27 % of shares in the share capital:

- 189 681 496 votes were cast for adoption of the resolution,
- 0 votes were cast against the resolution,
- 0 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution No. 35
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 17 April 2024

on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and authorizing
the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish the consolidated text
of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 point 8 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of the Bank hereby resolves as follows:

§ 1.

The Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that in § 6 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, par. 4 - 5 shall be added as follows:

- “4. The Bank may issue bonds in order to qualify them as instruments in its own funds:
- 1) additional in Tier 1 in accordance with Article 52 of Regulation (EU) No. 575/2013 of the European Parliament and of the Council of June 26, 2013 on prudential requirements for credit institutions and amending Regulation (EU) No. 648/2012,
 - 2) in Tier II in accordance with Article 63 of the regulation referred to in point 1).
5. The Bank may issue bonds entitling the Bank to acquire shares issued by the Bank in exchange for the bonds.”

§ 2.

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorized to determine the consolidated text of the amended Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorization of the Polish Financial Supervision Authority referred to in § 3.

§ 3.

The resolution enters into force as of the date of its adoption, however, the amendment to the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna adopted under this Resolution requires entry in the Register of Entrepreneurs of the National Court Register in accordance with Article 430 § 1 of the Commercial Companies Code, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 189 681 496 shares, from which the total number of 189 681 496 valid votes were cast, representing 72,27 % of shares in the share capital:

- 189 681 496 votes were cast for adoption of the resolution,
- 0 votes were cast against the resolution,
- 0 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution no. 37
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
of 17 April 2024

on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and authorising the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish the consolidated text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 point 8 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§ 1

The following amendments shall be made in the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna:

1. in § 13, after point 15, point 15a worded as follows shall be added:

“15a) Determination of the principles of remuneration of members of the Management Board,”;

2. in § 18:

a) after point 4, point 4a worded as follows shall be added:

“4a) Consideration of the Management Board’s report on representation expenses as well as expenses associated with legal services, marketing services, human relations (public relations) services as well as social communication and management consulting services,”;

b) point 11 currently worded as follows:

“11) Determination of the terms and conditions of contracts regulating the employment relationship or another legal relationship binding members of the Management Board with the Bank,”

shall read as follows:

“11) Determination of the terms and conditions of contracts regulating the legal relationship binding members of the Management Board with the Bank, conclusion, termination or amendment of contracts with members of the Management Board and determination of the principles of remunerating them and the remunerations, taking into account the principles defined by the General Meeting, in line with § 13 point 15a,”;

c) point 16 currently worded as follows:

“16) approving requests of the Bank’s Management Board regarding purchase, encumbrance or sale of real property or share in real property or perpetual usufruct, if their value exceeds PLN 5,000,000.00”.

shall read as follows:

“16) approving requests of the Bank’s Management Board regarding purchase, encumbrance or sale of real property or share in real property or perpetual usufruct, if their value exceeds PLN 5,000,000.00. In all other cases the decision is made by the Bank’s Management Board without the need to obtain the Supervisory Board’s consent, subject to § 18a.”

3. after § 18, § 18a worded as follows shall be added:

“§ 18a

The following shall require the Supervisory Board’s consent:

- 1) conclusion of an agreement for legal services, marketing services, human relations (public relations) services as well as social communication and management consulting services, if the value of the remuneration envisaged for the services jointly in such agreement or other agreements concluded with that same entity exceeds net PLN 500,000.00 annually,
- 2) amendment of an agreement for legal services, marketing services, human relations (public relations) services as well as social communication and management consulting services increasing the aforementioned remuneration amount referred to in item 1,
- 3) conclusion of an agreement for legal services, marketing services, human relations (public relations) services as well as social communication and management consulting services in which the maximum value of remuneration is not envisaged,
- 4) conclusion of the following agreements:
 - a) donation agreement or another agreement to the same effect of a value exceeding PLN 20,000.00 or 0.1% of the sum of the assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statement,
 - b) debt release agreement or another agreement to the same effect of a value exceeding PLN 50,000.00 or 0.1% of the sum of the assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statement.”;
- 5) disposal of fixed assets within the meaning of the Accounting Act of 29 September 1994, classified under intangible assets, property, plant and equipment or long-term investments, including as contribution to the company or cooperative, if the market value of those assets exceeds 5% of the sum of the assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statement, as well as lending these assets for use by another entity, for a period exceeding 180 days during a calendar year, on the basis of a legal transaction, if the market value of the subject of the legal transaction exceeds 5% of the sum of the assets, however, lending the assets for use in case of:
 - a) rental, lease agreements or other agreements lending an asset for use for payment to other entities – the market value of the subject of the legal transaction means the value of the benefits for:
 - a year – if the asset has been lent on the basis of agreements concluded for an unspecified period of time,
 - the entire term of the agreement – in case of agreements concluded for a specified period of time,
 - b) lending agreements or other agreements lending the asset free of charge for use to other entities - the market value of the subject of the legal transaction means the equivalent of the benefits that would be payable in case of a rental or lease agreement, for:
 - a year – if the asset is lent on the basis of an agreement concluded for an unspecified period of time,
 - the entire term of the agreement – in case of agreements concluded for a specified period of time,
- 6) purchase of fixed assets within the meaning of the Accounting Act of 29 September 1994, of a value exceeding:
 - a) PLN 100,000,000.00 or
 - b) 5% of the sum of the assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statement;
- 7) take-up or purchase of shares in another company of a value exceeding:
 - a) PLN 100,000,000.00 or
 - b) 10% of the sum of the assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statement;
- 8) sale of shares in another company of a value exceeding:
 - a) PLN 100,000,000.00 or
 - b) 10% of the sum of the assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statement.”;

4. in § 20, par. 3, par. 3a worded as follows shall be added:

“3a. The Bank’s Management Board draws up and presents to the Supervisory Board a report on representation expenses as well as expenses associated with legal services, marketing services, human relations (public relations) services as well as social communication and management consulting services.”;

5. in § 22 par. 4 currently worded as follows:

“4. The Bank’s Management Board manages the Bank’s affairs and represents the Bank. All matters not reserved, pursuant to the provisions of law or the Articles of Association, to the competence of other bodies, are within the scope of competence of the Bank’s Management Board. Subject to § 18 point 16 of the Bank’s Articles of Association, the exclusive competence of the Bank’s Management Board, without the need to obtain a resolution of the General Meeting, includes purchase, encumbrance or sale of real property, perpetual usufruct or share in real property. Members of the Bank’s Management Board coordinate and supervise the Bank’s operations according to the distribution of tasks adopted by the Bank’s Management Board and approved by the Supervisory Board.”

shall read as follows:

“4. The Bank’s Management Board manages the Bank’s affairs and represents the Bank. All matters not reserved, pursuant to the provisions of law or the Articles of Association, to the competence of other bodies, are within the scope of competence of the Bank’s Management Board. Subject to § 18 point 16 and § 18a of the Bank’s Articles of Association, the exclusive competence of the Bank’s Management Board, without the need to obtain a resolution of the General Meeting, includes purchase, encumbrance or sale of real property, perpetual usufruct or share in real property or in perpetual usufruct. Members of the Bank’s Management Board coordinate and supervise the Bank’s operations according to the distribution of tasks adopted by the Bank’s Management Board and approved by the Supervisory Board.”;

§ 2

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorised to determine the consolidated text of the amended Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorisation of the Polish Financial Supervision Authority referred to in § 3.

§ 3

The resolution enters into force as of the date of its adoption, however, the amendment to the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna adopted under this Resolution requires entry in the Register of Entrepreneurs of the National Court Register in accordance with Article 430 § 1 of the Commercial Companies Code, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 187 386 492 shares, from which the total number of 187 386 492 valid votes were cast, representing 71,39 % of shares in the share capital:

- 164 353 238 votes were cast for adoption of the resolution,
- 1 votes were cast against the resolution,
- 23 033 253 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution no. 38
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
of 17 April 2024

on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and authorising the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish the consolidated text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 point 8 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§ 1

The following amendments shall be made in the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna:

1. in § 21, after par. 1, par. 1a worded as follows shall be added:

“1a. Members of Management Board are appointed after conducting a qualifying procedure whose aim is to check and assess the qualifications of the candidates and to select the best candidate.”;

2. after § 21, § 21a worded as follows shall be added:

“§ 21a

A Member of the Bank's Management Board:

1) can be a person who jointly fulfils the following criteria:

- a) has higher education or higher education obtained abroad which is recognized in the Republic of Poland, on the basis of separate regulations,
- b) has at least 5 years of employment under a contract of employment, appointment, selection, nomination, cooperative employment contract, or provision of services under any other contract, or contract or performance of business activities on his/her own account,
- c) has at least 3 years of experience in managerial or independent positions or resulting from self-employment,
- d) meets requirements other than those listed in letters a-c, set out in separate regulations, in particular does not violate restrictions or prohibitions on holding the position of a member of a managing body in commercial companies,

2) cannot be a person who fulfils at least one of the following criteria:

- a) serves as a social collaborator or is employed in the office of a Member of Parliament, is employed by an office of a Member of Parliament, a Senator, a Deputy-Senator or an office of a Member of the European Parliament on the basis of an employment contract or performs work on the basis of a mandate contract or another contract of a similar nature,
- b) is a member of a political party body representing the political party externally and authorized to enter into commitments,
- c) is employed by a political party on the basis of an employment contract or provides work on the basis of a mandate contract or another contract of a similar nature,
- d) holds an elected position in a company's trade union organization or a trade union organization of a company in the capital group,
- e) whose social or gainful activity gives rise to a conflict of interest with respect to the Bank's activities.”;

§ 2

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorised to determine the consolidated text of the amended Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorisation of the Polish Financial Supervision Authority referred to in § 3.

§ 3

The resolution enters into force as of the date of its adoption, however, the amendment to the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna adopted under this Resolution requires entry

in the Register of Entrepreneurs of the National Court Register in accordance with Article 430 § 1 of the Commercial Companies Code, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 187 386 492 shares, from which the total number of 187 386 492 valid votes were cast, representing 71,39 % of shares in the share capital:

- 178 528 289 votes were cast for adoption of the resolution,
- 1 votes were cast against the resolution,
- 8 858 202 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution no. 39
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
of 17 April 2024

on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and authorising the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish the consolidated text of the Staute of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 point 8 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§ 1

The following amendments shall be made in the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna:

1. after § 33a, § 33b worded as follows shall be added:

“§ 33b

1. The Bank sells fixed assets within the meaning of the Accounting Act of 29 September 1994 by a tender or an auction in the case of assets whose market value exceeds 0.1% of the sum of the assets, determined on the basis of the last approved financial statement, unless the market value of such assets does not exceeds PLN 20,000.00.
2. Subject to par. 4 and 5, the Bank may dispose of fixed assets referred to in par. 1 without holding a tender or an auction:
 - 1) if the sale of the above assets takes place within the framework of the Bank's activity referred to in Article 6 of the Banking Law Act,
 - 2) if the disposal of the above assets is related to the satisfaction of the Bank's claims against the debtor in connection with the acquired collateral of the Bank's receivables,
 - 3) in justified cases, upon consent of the Management Board by way of a resolution with positive opinion of the Supervisory Board.
3. The principles concerning the manner and mode of conducting the tender or auction referred to in par. 1 are specified in the Regulations of the tender or auction established by the Bank's Management Board.
4. If the consent of the Supervisory Board is required for the disposal of fixed assets, the Bank may perform legal transaction aimed at the disposal of such fixed assets, provided that consent of the Supervisory Board is obtained.
5. If the disposal of fixed assets is made with the consent of the Supervisory Board, the application of the tender or auction procedure is not required.”.

§ 2

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorised to determine the consolidated text of the amended Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorisation of the Polish Financial Supervision Authority referred to in § 3.

§ 3

The resolution enters into force as of the date of its adoption, however, the amendment to the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna adopted under this Resolution requires entry in the Register of Entrepreneurs of the National Court Register in accordance with Article 430 § 1 of the Commercial Companies Code, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 187 386 492 shares, from which the total number of 187 386 492 valid votes were cast, representing 71,39 % of shares in the share capital:

- 178 540 666 votes were cast for adoption of the resolution,
- 0 votes were cast against the resolution,
- 8 845 826 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution no. 40
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
of 17 April 2024

on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and authorising the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish the consolidated text of the Staute of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 point 8 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§ 1

The Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that in § 14 after par. 5a the following par. 5b, 5c, 5d worded as follows shall be added:

“5b. A candidate for a member of the Supervisory Board suggested by a company with State Treasury shareholding, which remains in relation to the Bank a dominant enterprise within the meaning of Article 4 point 3 of the Act of 16 February 2007 on competition and consumer protection should meet the requirements set out in Article 19 par. 1-3 and 5 of the Act of 16 December 2016 on the principles of managing state property.

5c. The General Meeting takes immediate action to dismiss a member of the Supervisory Board who does not meet the requirements set forth in the par. 5b.

5d. The obligation referred to in par. 5c does not apply to members of the Supervisory Board indicated by an entity other than a company with State Treasury shareholding, which in relation to the Bank remains a dominant enterprise within the meaning of Article 4 point 3 of the Act of 16 February 2007 on competition and consumer protection.”.

§ 2

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorised to determine the consolidated text of the amended Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorisation of the Polish Financial Supervision Authority referred to in § 3.

§ 3

The resolution enters into force as of the date of its adoption, however, the amendment to the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna adopted under this Resolution requires entry in the Register of Entrepreneurs of the National Court Register in accordance with Article 430 § 1 of the Commercial Companies Code, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 187 386 492 shares, from which the total number of 187 386 492 valid votes were cast, representing 71,39 % of shares in the share capital:

- 178 540 667 votes were cast for adoption of the resolution,
- 0 votes were cast against the resolution,
- 8 845 825 votes abstained.

The Chairman stated that the proposed resolution was adopted.

Resolution no. 41
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
of 17 April 2024

on amending the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna and authorising the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish the consolidated text of the Staute of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 point 8 of the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§ 1

The Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna are amended as follows:

1) in § 18, after point 4a, point 4b worded as follows shall be added:

“4b) Consideration of the report on the application of good practices referred to in Article 7 par. 3 point 2 of the Act on the principles of managing state property,”;

2) in § 20, after par. 3a, par. 3b worded as follows shall be added:

“3b. The Management Board prepares and submits a report to the Supervisory Board on the application of good practices referred to in Article 7 par. 3 point 2 of the Act on the principles of managing state property.”.

§ 2

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorised to determine the consolidated text of the amended Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorisation of the Polish Financial Supervision Authority referred to in § 3.

§ 3

The resolution enters into force as of the date of its adoption, however, the amendment to the Articles of Association of Bank Polska Kasa Opieki Spółka Akcyjna adopted under this Resolution requires entry in the Register of Entrepreneurs of the National Court Register in accordance with Article 430 § 1 of the Commercial Companies Code, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

After the ballot had been taken, the Chairman of the Meeting announced that in secret ballot on the above mentioned resolution the number of shares was 187 386 492 shares, from which the total number of 187 386 492 valid votes were cast, representing 71,39 % of shares in the share capital:

- 164 365 615 votes were cast for adoption of the resolution,
- 0 votes were cast against the resolution,
- 23 020 877 votes abstained.

The Chairman stated that the proposed resolution was adopted.