

ANNOUNCEMENT OF CONVENING OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF BANK POLSKA KASA OPIEKI SPÓŁKA AKCYJNA FOR THE FINANCIAL YEAR 2021

The Management Board of Bank Polska Kasa Opieki Spółka Akcyjna with its registered office in Warsaw, ul. Grzybowska 53/57, 00-844 Warsaw, entered in the Register of Entrepreneurs kept by the District Court for the Capital City of Warsaw, 13th Commercial Division of the National Court Register (KRS), under No. KRS 0000014843, entry in the KRS on 2 July 2001 (hereinafter referred to as "Bank"), acting pursuant to Article 395 § 1, Article 399 § 1, Article 402¹ and Article 402² of the Commercial Companies Code in conjunction with § 8 paragraphs 1 and 2 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, hereby convenes the Ordinary General Meeting of Shareholders of the Bank for the financial year 2021.

The total number of the Bank's shares as at the announcement date is 262,470,034 and corresponds to 262,470,034 votes.

I. THE DATE, TIME AND PLACE OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE BANK AND DETAILED AGENDA

The Management Board of the Bank hereby convenes the General Meeting of Shareholders of the Bank for the financial year 2021 on **15 June 2022 at 10.00 a.m. in Warsaw**, ul. Żwirki i Wigury 31, in Building B of the Lipowy Office Park complex, with the following agenda:

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. Capital Group for 2021 – prepared together with the Report on the activities of Bank Pekao S.A.
6. Review of the Individual Financial Statements of Bank Pekao S.A. for the year ended on 31 December 2021.
7. Review of the Consolidated Financial Statements of the Bank Pekao S.A. Capital Group for the year ended on 31 December 2021.
8. Review of the proposal of the Management Board of the Bank concerning the distribution of net profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2021.
9. Review of the Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna on the activities in 2021 along with assessments and opinions prepared in accordance with regulatory requirements and the results of self-assessments of the suitability of the Supervisory Board and its members.
10. Adopting resolutions on:
 - 1) approval of the Report on the activities of the Bank Pekao S.A. Capital Group for 2021 – prepared together with the Report on the activities of Bank Pekao S.A.
 - 2) approval of the Individual Financial Statements of Bank Pekao S.A. for the year ended on 31 December 2021,
 - 3) approval of the Consolidated Financial Statements of the Bank Pekao S.A. Capital Group for the year ended on 31 December 2021,
 - 4) distribution of net profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2021,

- 5) approval of the Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna on the activities in 2021 along with assessments and opinions prepared in accordance with regulatory requirements and the results of self-assessments of the suitability of the Supervisory Board and its members,
 - 6) granting discharge to members of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021,
 - 7) granting discharge to members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021.
11. Review of the Report on the evaluation of the functioning of the Remuneration Policy of Bank Polska Kasa Opieki Spółka Akcyjna in the year 2021 and the adoption of a resolution on this matter.
 12. Review of the Report of the Supervisory Board on the remuneration of Members of the Management Board and Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2021 and adoption of a resolution regarding the opinion thereon.
 13. Adoption of a resolution on amending Resolution 41 of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna dated 21 June 2018 on principles based on which the remuneration of the members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is determined.
 14. Adoption of a resolution on the adoption of the amended Remuneration Policy for Members of the Supervisory Board and the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna.
 15. Adoption of a resolution on the adoption of the Gender Equality and Diversity Policy with regard to the bank's employees, including members of the Supervisory Board, members of the Management Board and persons holding key functions at Bank Polska Kasa Opieki Spółka Akcyjna to the extent that it applies to members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna.
 16. Adoption of a resolution on the adoption of the Best Practices of WSE Listed Companies 2021 for application.
 17. Presentation by the Supervisory Board of the Report on the assessment of application by Bank Polska Kasa Opieki Spółka Akcyjna in 2021 of the Principles of Corporate Governance for Supervised Institutions issued by the Polish Financial Supervision Authority on 22 July 2014.
 18. Information on amendments to the Regulations of the Bank's Supervisory Board in the year 2021.
 19. Adoption of resolutions on amendments to the Statute of Bank Polska Kasa Opieki Spółka Akcyjna.
 20. Closing of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna.

II. DATE OF REGISTRATION OF PARTICIPATION IN THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE BANK AND INFORMATION ON THE RIGHT TO PARTICIPATE IN THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE BANK

The date of registration of participation in the Ordinary General Meeting of Shareholders of the Bank falls sixteen days before the date of the Ordinary General Meeting (registration date), i.e. on 30 May 2022. Only persons who are Shareholders of the Bank on 30 May 2022, i.e. on the date of registration of their participation in the Ordinary General Meeting of Shareholders have the right to participate in the Ordinary General Meeting.

At the request of a holder of dematerialised bearer shares of the Bank, submitted not earlier than after the announcement of convening the Ordinary General Meeting of Shareholders, no later than on the first business day after the registration date, i.e. no later than 31 May 2022, the entity maintaining the securities account shall issue a personal certificate of the right to participate in the Ordinary General Meeting.

The Management Board determines the list of Shareholders authorised to participate in the General Meeting on the basis of the list prepared by Krajowy Depozyt Papierów Wartościowych S.A. pursuant to the provisions on trading in financial instruments.

III. PROCEDURES CONCERNING PARTICIPATION IN THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF BANK POLSKA KASA OPIEKI SPÓŁKA AKCYJNA AND EXERCISE OF VOTING RIGHTS

1. Information on the Shareholder's right to request that certain matters be included in the agenda of the Ordinary General Meeting

A Shareholder or Shareholders representing at least one-twentieth of the entire share capital of the Bank may request that specific matters be included in the agenda for the upcoming Ordinary General Meeting. The request of the Shareholder(s) should be submitted to the Management Board of the Bank not later than twenty-one days before the scheduled date of the Ordinary General Meeting, i.e. not later than 25 May 2022.

The request must include a statement of reasons or a draft resolution concerning the proposed item of the agenda.

The request may be submitted in writing (i.e. delivered in person against confirmation of submission or sent to the Bank against confirmation of dispatch and acknowledgement of receipt) to the address: Bank Polska Kasa Opieki Spółka Akcyjna, Biuro Obsługi Organów Korporacyjnych (Corporate Bodies Service Office), ul. Żwirki i Wigury 31, 02-091 Warszawa or in electronic form (e-mail) by sending an e-mail to the e-mail address: wz@pekao.com.pl.

The appropriate date of submission of the above request will be evidenced by the date of its receipt by the Bank, and in the case of using the electronic form, the date of placing the above request in the Bank's electronic mail system (receipt at the Bank's mail server). The above request may be made by means of a properly completed and signed form downloaded from the Bank's website, however, if the electronic form is used, it is required to send the form and any attached documents as attachments in PDF format.

The Shareholder(s) requesting the inclusion of certain matters in the agenda of the Ordinary General Meeting must present, together with the request, documents confirming their identity and the right to request the inclusion of certain matters in the agenda of the Ordinary General Meeting, in particular:

- 1) a deposit certificate or a certificate on the right to participate in the Ordinary General Meeting of the Bank, issued by the entity maintaining the securities account in accordance with the regulations on trading in financial instruments, confirming that the addressee is a Shareholder of the Bank and holds an appropriate number of shares as of the date of the request, and
- 2) in the case of a Shareholder being a natural person – a copy of the ID card, passport or other document confirming that person's identity – only regarding the data that enable the identification of the Shareholder (name and surname, series and number of the ID card/passport/other document, PESEL number, date of issue and date of expiry – anonymised in accordance with the template attached as Appendix to this Announcement, however, for security reasons, it is recommended to cross out the copies of the pages of the ID card/passport/other document with a diagonal line and add: "Solely for the purpose of participation in the General Meeting of Bank Polska Kasa Opieki S.A.", but in such a way that the data required for identification are legible, or

- 3) in the case of a Shareholder other than a natural person – a copy or original of a current excerpt from the relevant register, and if the right to represent the Shareholder does not result from the relevant register – both the document(s) confirming the authorisation to represent the Shareholder and a copy or original of a current excerpt from the relevant register, or other document confirming authorisation to act on behalf of a legal person.

The obligation to attach the documents referred to above applies to the Shareholders submitting the request both in written and electronic form. Documents should be attached in a form appropriate to the form of the request (paper document or a copy or scan and conversion to PDF format). The Bank may take necessary actions to identify the Shareholder(s) and verify the validity of the documents sent.

The Management Board of the Bank shall immediately, but not later than eighteen days prior to the date of the Ordinary General Meeting, announce changes to the meeting agenda made at the request of Shareholder(s). The announcement of the new agenda will be placed on the Bank's website www.pekao.com.pl and in the manner specified for the provision of current information, in accordance with the regulations on public offerings and conditions for the introduction of financial instruments to the organised trading system and on public companies.

2. Information on the Shareholder's right to submit draft resolutions concerning matters on the agenda of the Ordinary General Meeting or matters which are to be included in the agenda before the date of the Ordinary General Meeting

A Shareholder or Shareholders of the Bank representing at least one-twentieth of the share capital may, before the date of the Ordinary General Meeting of Shareholders, notify the Bank in writing (i.e. deliver in person against confirmation of submission or send to the Bank against confirmation of posting) to the address: Bank Polska Kasa Opieki Spółka Akcyjna, Biuro Obsługi Organów Korporacyjnych (Corporate Bodies Service Office), ul. Żwirki i Wigury 31, 02-091 Warszawa or by means of electronic communication, by sending an e-mail to a dedicated e-mail address: wz@pekao.com.pl, draft resolutions concerning the matters on the agenda of the Ordinary General Meeting or matters to be included in the agenda. The Company stipulates that if draft resolutions are submitted later than the date preceding the date of the Ordinary General Meeting of Shareholders by 5.00 p.m., it will be impossible for the Bank to publish them on the website.

The appropriate date of submission of the above request will be evidenced by the date and time of its receipt by the Bank, and in the case of using the electronic form, the date and time of placing the above request in the Bank's electronic mail system (receipt at the Bank's mail server).

Draft resolutions may be submitted by a Shareholder by means of a properly completed and signed form downloaded from the Bank's website www.pekao.com.pl, however, if means of electronic communication are used, it is required to send the form and any attached documents as attachments in PDF format.

Draft resolutions are immediately announced on the Bank's website: www.pekao.com.pl.

The Shareholder(s) submitting draft resolutions should present documents confirming their identity and their right to submit draft resolutions, in particular:

- 1) a deposit certificate or a certificate on the right to participate in the Ordinary General Meeting of the Bank, issued by the entity maintaining the securities account in accordance with the regulations on trading in financial instruments, confirming that the addressee is a Shareholder of the Bank and holds an appropriate number of shares as of the date of the request, and

- 2) in the case of a Shareholder being a natural person – a copy of the ID card, passport or other document confirming that person’s identity – only regarding the data that enable the identification of the Shareholder (name and surname, series and number of the ID card/passport/other document, PESEL number, date of issue and date of expiry – anonymised in accordance with the template attached as Appendix to this Announcement, however, for security reasons, it is recommended to cross out the copies of the pages of the ID card/passport/other document with a diagonal line and add: “Solely for the purpose of participation in the General Meeting of Bank Polska Kasa Opieki S.A.”, but in such a way that the data required for identification are legible, or
- 3) in the case of a Shareholder other than a natural person – a copy or original of a current excerpt from the relevant register, and if the right to represent the Shareholder does not result from the relevant register – both the document(s) confirming the authorisation to represent the Shareholder and a copy or original of a current excerpt from the relevant register, or other document confirming authorisation to act on behalf of a legal person.

The obligation to attach the documents referred to above applies to the Shareholders submitting the request both in written and electronic form. Documents should be attached in a form appropriate to the form of the request (paper document or a copy or scan and conversion to PDF format). The Bank may take necessary actions to identify the Shareholder(s) and verify the validity of the documents sent.

Bearing in mind point 4.8 of the *“Best Practice of WSE Listed Companies 2021”*, the Management Board of the Bank requests that draft resolutions on matters included in the agenda of the Ordinary General Meeting be submitted at least 3 days before the date of the Ordinary General Meeting.

3. Information on the Shareholder’s right to submit draft resolutions concerning matters included in the agenda during the Ordinary General Meeting

During the General Meeting, each Shareholder may submit draft resolutions concerning matters included in the agenda.

4. Information on the manner of exercising the voting right through a proxy, including, in particular, the forms used during voting through a proxy and the manner of notifying the Bank by means of electronic communication of the appointment of a proxy

The Shareholder(s) may participate in the Ordinary General Meeting and exercise their right to vote in person or via a proxy.

The proxy shall exercise all rights of the Shareholder at the Ordinary General Meeting, unless otherwise specified in the power of attorney. The proxy may grant a further power of attorney if it results from the content of the power of attorney. The proxy may represent more than one Shareholder and vote differently on the shares of each Shareholder. A Shareholder holding shares registered in more than one securities account may appoint separate proxies to exercise the rights attached to shares registered in each account. A Shareholder holding shares registered in a collective account may appoint separate proxies to exercise the rights attached to shares registered in that account.

If the proxy of a Shareholder at the Ordinary General Meeting is a member of the Management Board, a member of the Supervisory Board, an employee of the Bank, or a member of a body or employee of the Bank’s subsidiary, the power of attorney granted to him/her may authorise him/her to represent the Shareholder at one General Meeting only. The proxy is obliged to

disclose to the Shareholder the circumstances indicating the existence or possibility of a conflict of interest. The granting of further power of attorney is excluded in this case. This Proxy shall vote in accordance with the instructions given to them by the Shareholder.

The power of attorney to participate in the Ordinary General Meeting and exercise the right to vote must be granted in writing or in electronic form. Granting a power of attorney in electronic form does not require a secure electronic signature verified with a valid qualified certificate. A power of attorney drawn up in a foreign language should be translated into Polish by a sworn translator. A power of attorney not translated into Polish by a sworn translator shall have no legal effect.

A Shareholder may notify the Bank on granting a power of attorney in an electronic form, via e-mail, to a dedicated e-mail address: wz@pekao.com.pl.

In the notification on granting the power of attorney in electronic form, the Shareholder shall provide his/her telephone number and e-mail address, as well as the telephone number and e-mail address of the proxy, through which the Bank will be able to communicate with the Shareholder and the proxy. If in doubt, the Bank may take further steps to verify the validity of the power of attorney granted in electronic form and to identify the Shareholder and the proxy. The notification on granting the power of attorney should also include the scope of the power of attorney, i.e. indicate the number of shares from which the voting rights will be exercised and the date of the Ordinary General Meeting at which those rights will be exercised.

The notification should be accompanied by copies of documents confirming the identity of the Shareholder (scan and conversion to PDF format), in particular:

- 1) in the case of a Shareholder being a natural person – a copy of the ID card, passport or other document confirming that person's identity – only regarding the data that enable the identification of the Shareholder (name and surname, series and number of the ID card/passport/other document, PESEL number, date of issue and date of expiry – anonymised in accordance with the template attached as Appendix to this Announcement, however, for security reasons, it is recommended to cross out the copies of the pages of the ID card/passport/other document with a diagonal line and add: "Solely for the purpose of participation in the General Meeting of Bank Polska Kasa Opieki S.A.", but in such a way that the data required for identification are legible, or
- 2) in the case of a Shareholder other than a natural person - a copy or original of a current excerpt from the relevant register, and if the right to represent the Shareholder does not result from the relevant register - both the document(s) confirming the authorisation to represent the Shareholder and a copy or original of the excerpt from the relevant register (valid as at the date of granting the power of attorney) or other document confirming authorisation to act on behalf of a legal person.

The notification on granting a power of attorney in electronic form must be made at least 24 hours before the date of the Ordinary General Meeting due to the need to carry out verification activities. The Bank will take appropriate actions to identify the Shareholder and the proxy in order to verify the validity of the power of attorney granted in electronic form. This verification may include, in particular, a return question in electronic form or by telephone addressed to the Shareholder or proxy in order to confirm the fact of granting the power of attorney and its scope.

On its website, the Bank provides a specimen notification form of granting the power of attorney in electronic form, for download, which may be used by the Shareholder to notify the Bank of granting the power of attorney in electronic form. This form, after being completed in accordance with the instructions contained therein, should be sent by the Shareholder to the dedicated e-mail address indicated above.

A proxy who has been granted a power of attorney in electronic form shall be obliged to submit, when preparing the list of attendance at the Ordinary General Meeting, a document confirming the granting of a power of attorney in electronic form and enabling identification of the Shareholder submitting such a statement and a document for identification of the proxy.

A specimen form for exercising voting rights through a proxy, containing the data specified in Article 402³ § 3 of the Commercial Companies Code, entitled - "Form for exercising voting rights through a proxy at the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna with its registered office in Warsaw" was placed on the Bank's website at www.pekao.com.pl. If the proxy votes using the form, he/she must deliver the form to the Chairperson of the Ordinary General Meeting at the latest before the end of voting on the resolution which, according to the Shareholder's instruction, is to be voted using it.

Representatives of legal persons should have at their disposal the original or a copy of a current excerpt from the relevant register, certified by a notary public, and if their right to represent the legal person does not result from the register, they should have a written power of attorney (in the original or a copy certified by a notary public) and an original or a copy of an excerpt from the relevant register or other document confirming authorisation to act on behalf of a legal person, certified by a notary public, valid as of the date of granting the power of attorney.

In the case of Shareholders and proxies of Shareholders participating in the General Meeting by means of electronic communication, the scope of the required documents and the date and manner of their delivery are specified in Appendix to this Announcement.

5. Information on the possibility and manner of participation in the Ordinary General Meeting by means of electronic communication

The Bank also allows the possibility of participation, speaking and exercising the right to vote, including the voicing of objections to resolutions in the General Meeting by means of electronic communication for persons participating in the General Meeting while staying in a place other than the venue of the meeting. "Regulations for participation in the General Meeting of the company under the business name of Bank Polska Kasa Opieki Spółka Akcyjna with its registered office in Warsaw by means of electronic communication" adopted by the Supervisory Board and made available on the Company's website under About the Bank/Corporate Governance and Appendix to this Announcement specify the rules and conditions for participation in, speaking and exercising voting rights at the General Meeting by means of electronic communication. This form of participation in the General Meeting will be enabled via a link with a hyperlink that will be sent to the Shareholder by e-mail, after positive verification of the Shareholder's rights, no later than on 14 June 2022, by 5:00 p.m.

The Bank does not provide for the possibility of exercising the voting right by correspondence.

6. Information on the manner and form of communication during the Ordinary General Meeting by means of electronic communication

The method and form of communication during the Ordinary General Meeting by means of electronic communication are specified in the "Regulations for participation in the General Meeting of the company under the business name of Bank Polska Kasa Opieki Spółka Akcyjna with its

registered office in Warsaw by means of electronic communication”, available on the Bank’s website under About the Bank/Corporate Governance and Appendix to this Announcement. These documents define the rules for speaking at the Ordinary General Meeting via a text messenger.

7. Information on the manner of exercising the right to vote by correspondence as well as on the manner of exercising the right to vote and raising objections to resolutions by means of electronic communication

The Regulations of General Meetings of the Bank do not provide for the possibility of exercising the voting right by correspondence.

The rules and conditions for exercise of the voting right, including objections to resolutions at the Ordinary General Meeting by means of electronic communication are specified in the “Regulations for participation in the General Meeting of the company under the business name of Bank Polska Kasa Opieki Spółka Akcyjna with its registered office in Warsaw by means of electronic communication”, available on the Bank’s website under About the Bank/Corporate Governance and Appendix to this Announcement.

8. Information on the Shareholder’s right to make inquiries regarding matters on the agenda of the General Meeting

During the General Meeting, the Management Board is required to provide the Shareholder, at their request, with information about the company, if it is justified for the assessment of an issue on the agenda.

The Management Board refuses to provide information if this could harm the company, its affiliate or subsidiary, in particular by disclosing technical, commercial or organisational secrets of the enterprise.

A Member of the Management Board may refuse to provide information if providing information could constitute a basis for the Member’s liability under criminal, civil or administrative law.

The answer is deemed to have been given if the relevant information is available on the Bank’s website: www.pekao.com.pl, under Communication/Investor Information/General Meeting of Shareholders/Ordinary General Meeting 15/06/2022.

The Management Board may provide information outside the General Meeting for compelling reasons. The Management Board is required to provide information no later than within two weeks from the date of submitting the request at the General Meeting.

IV. THE POSSIBILITY OF OBTAINING INFORMATION CONCERNING THE GENERAL MEETING

Full documentation to be presented to the Ordinary General Meeting, together with draft resolutions and information concerning the Ordinary General Meeting will be placed on the Bank’s website at www.pekao.com.pl from the date of convening the Ordinary General Meeting.

A Shareholder entitled to participate in the Ordinary General Meeting may obtain, in paper form, the full text of documentation to be presented to the Ordinary General Meeting and draft resolutions or comments of the Bank Management Board or Supervisory Board at the Bank’s Head Office in Warsaw, ul. Żwirki i Wigury 31, Building B between 10:00 a.m. and 3:00 p.m. on business days.

V. ELECTRONIC COMMUNICATION BETWEEN THE SHAREHOLDER AND THE BANK

Taking into account the restrictions provided for in the Commercial Companies Code, the Bank's Shareholders may contact the Bank by means of electronic communication. In particular, the Bank's Shareholders may submit motions, requests, and send notices and documents. The Shareholders' communication with the Bank in electronic form is carried out using a dedicated e-mail address: wz@pekao.com.pl.

A Shareholder using means of electronic communication bears the sole risk related to their use.

The Bank shall be responsible for security, confidentiality and processing, in accordance with the applicable regulations, of information contained in documents sent electronically, from the moment the documents are placed in the Bank's e-mail system (receipt at the Bank's mail server).

If the Shareholder sends documents to the Bank by electronic means that have been originally prepared in a language other than Polish, the Shareholder is obliged to attach a translation into Polish prepared by a sworn translator. All documents sent by the Shareholder to the Bank, as well as by the Bank to the Shareholder electronically, should be scanned into PDF format.

VI. LIST OF SHAREHOLDERS

The list of Shareholders entitled to participate in the Ordinary General Meeting will be displayed at the Bank at the address: Warszawa ul. Żwirki i Wigury 31, Building B, three business days before the Ordinary General Meeting, i.e. 10, 13 and 14 June 2022.

A Shareholder of the Company may request that the list of shareholders entitled to participate in the Ordinary General Meeting be sent to him/her by e-mail free of charge, providing the e-mail address to which the list should be sent.

Pursuant to Article 407 § 2 of the Commercial Companies Code, the Bank's shareholder has the right to request a copy of motions on matters on the agenda within a week before the Ordinary General Meeting, i.e. from 8 June 2022.

VII. THE ADDRESS OF THE WEBSITE WHERE INFORMATION ON THE ORDINARY GENERAL MEETING WILL BE MADE AVAILABLE

All information concerning the Ordinary General Meeting and forms are available on the Bank's website www.pekao.com.pl.

VIII. OTHER INFORMATION

Pursuant to Article 402 § 2 of the Commercial Companies Code, in connection with the intended amendments to the Bank's Statute, the Management Board of the Bank informs about the existing provisions as well as the content of the proposed amendments to the Bank's Statute.

Amendments to the Statute of the Bank, proposed by the Management Board of the Bank, consist in:

1) adding new points 20a) and 20b) after point 20 in § 6(1), which shall read as follows:

"20a) intermediation in the granting and borrowing of financial instruments;

20b) lending and borrowing of financial instruments;"

2) amending the wording of § 6(1)(35), which has so far read as follows:

"35) Performing activities that do not constitute brokerage activities, consisting in:

a) approval and transfer of orders of purchase or disposal of financial instruments,

b) execution of orders referred to in point a) on the account of the ordering party,

- c) purchase or disposal of financial instruments on their own account,
- d) offering financial instruments,
- e) investment consultancy,
- f) providing services relating to performing concluded stand-by and firm commitment underwriting agreements or concluding and performing other similar agreements, if they involve financial instruments, provided that the subject of the activities specified in letters a) - e) involves only securities issued by the State Treasury or the National Bank of Poland or other financial instruments and bonds not admitted to organised trading, mentioned in Article 39p(1) of the Act of 27 October 1994 on toll motorways and the National Road Fund, whereas in relation to the activities referred to in letter c, also bonds, mortgage bonds and other transferable securities, which are admitted to organised trading, incorporating property rights corresponding to the rights resulting from the debt incurred, other than those defined earlier, or derivative instruments whose underlying instruments are bonds, mortgage bonds, other transferable securities incorporating rights property corresponding to the rights resulting from the incurred debt, interest rate or currency,”

and which shall now read as follows:

“35) Performing activities that do not constitute brokerage activities, consisting in:

- a) approval and transfer of orders of purchase or disposal of financial instruments,
- b) execution of orders referred to in point a on the account of the ordering party,
- c) purchase or disposal of financial instruments on their own account,
- d) offering financial instruments,
- e) investment consultancy,
- f) providing services relating to performing concluded underwriting guarantee agreements or concluding and performing other similar agreements, if they involve financial instruments, provided that the subject of the activities specified in letters a) - e) involves only securities issued by the State Treasury or the National Bank of Poland or other financial instruments and bonds not admitted to organised trading, mentioned in Article 39p(1) of the Act of 27 October 1994 on toll motorways and the National Road Fund, whereas in relation to the activities referred to in letter c, also bonds, mortgage bonds and other transferable securities, which are admitted to organised trading, incorporating property rights corresponding to the rights resulting from the debt incurred, other than those defined earlier, or derivative instruments whose underlying instruments are bonds, mortgage bonds, other transferable securities incorporating rights property corresponding to the rights resulting from the incurred debt, interest rate or currency,”

3) amending the wording of § 14(1), which has so far read as follows:

“1. The Supervisory Board consists of between seven and nine members appointed by the General Meeting of Shareholders for a common term of office of three years.”

and which shall now read as follows:

“1. The Supervisory Board consists of between seven and nine members appointed by the General Meeting of Shareholders for a common term of office of three full financial years.”

4) amending the wording of § 15(2), which has so far read as follows:

“2. The mandates of the Supervisory Board Members shall expire:

- 1) on the date of the General Meeting of Shareholders approving the financial statements for the last full financial year of performing the function of a Supervisory Board member, subject to paragraph 3,
- 2) in case of resignation of a Supervisory Board member from his/her office,
- 3) in case of recalling the Supervisory Board Member by the General Meeting of Shareholders,
- 4) in case of death of a Supervisory Board member.”

and which shall now read as follows:

“2. The mandates of the Supervisory Board members shall expire:

- 1) after the end of its term of office, on the date of the General Meeting of Shareholders approving the financial statements for the last full financial year of performing the function of a Supervisory Board member, subject to paragraph 3,
- 2) in case of resignation of a Supervisory Board member from his/her office,
- 3) in case of recalling the Supervisory Board Member by the General Meeting of Shareholders,
- 4) in case of death of a Supervisory Board member.”

5) amending the wording of § 21 (1) and (2), which has so far read as follows:

“§ 21. 1. Members of the Bank’s Management Board are appointed for a joint three-year term of office.

2. The mandates of members of the Management Board of the Bank shall expire:

- 1) on the date of the General Meeting of Shareholders approving the financial statements for the last full financial year of performing the function of a Management Board member, subject to paragraph 3,
- 2) in case of resignation of a Management Board member from his/her office,
- 3) in case of recalling the Management Board Member by the Supervisory Board, 4) in case of death of a Management Board member.”

and which shall now read as follows:

“§ 21. 1. Members of the Bank’s Management Board are appointed for a joint term of office, lasting three full financial years.

2. The mandates of members of the Management Board of the Bank shall expire:

- 1) after the end of its term of office, on the date of the General Meeting of Shareholders approving the financial statements for the last full financial year of performing the function of a Management Board member, subject to paragraph 3,
- 2) in case of resignation of a Management Board member from his/her office,
- 3) in case of recalling the Management Board Member by the Supervisory Board,
- 4) in case of death of a Management Board member.”

6) amending the wording of § 30(3), which has so far read as follows:

“3. Reserve capitals may be used to cover specific losses or expenses, as well as to increase the share capital and to pay dividends.”

and which shall now read as follows:

“3. Reserve capitals may be used to cover specific losses or expenses, purchase of own shares by the Bank in cases provided for by law, as well as to increase the share capital and to pay dividends.”

7) amending the wording of § 33a(3), which has so far read as follows:

“3. The dividend advance may account for no more than half of the Banks profit generated since the end of the previous financial year, indicated in the financial statements audited by an expert auditor, less uncovered losses and own shares.”

and which shall now read as follows:

“3. The dividend advance may account for no more than half of the Banks profit generated since the end of the previous financial year, indicated in the financial statements audited by an expert auditor,

increased by reserve capitals created from profit, which may be at the disposal of the Bank's Management Board for the payment of advances, less uncovered losses and own shares.”

Draft resolutions are attached to this Announcement.

Management Board of the Bank