

## UNOFFICIAL TRANSLATION

**Powszechny Zakład Ubezpieczeń  
Spółka Akcyjna**

**Warsaw, 31 July 2024**

**Management Board  
of Bank Pekao Spółka Akcyjna  
ul. Żubra 1  
01-066 Warsaw**

### **REQUEST OF THE SHAREHOLDER TO CONVENE THE EXTRAORDINARY GENERAL MEETING**

Acting on behalf of Powszechny Zakład Ubezpieczeń Spółka Akcyjna – a shareholder of Bank Pekao Spółka Akcyjna with its registered office in Warsaw, hereinafter referred to as the “Bank”, pursuant to Article 400 § 1 of the Commercial Companies Code and § 8 (4) of the Statute of the Bank, we hereby request that the Extraordinary General Meeting of the Bank be convened without delay, with the following agenda:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Confirmation that the Extraordinary General Meeting has been duly convened and has capacity to adopt binding resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Adoption of resolutions on changes in the composition of the Supervisory Board of the Bank.
6. Adoption of a resolution on incurring the costs of convening and holding the Extraordinary General Meeting.
7. Closing of the Extraordinary General Meeting.

#### **Justification**

A shareholder or shareholders representing at least one-twentieth of share capital has the statutory right to request that an Extraordinary General Meeting be convened and to introduce specific matters to its agenda.

The introduction of an item concerning changes in the composition of the Supervisory Board of the Bank to the agenda of the Extraordinary General Meeting of the Bank results from the competencies of the General Meeting to appoint and dismiss members of the Supervisory Board and is related to the need to supplement the composition of the Supervisory Board in connection with the resignation submitted by Mr. Robert Sochacki.

Draft resolutions of the Extraordinary General Meeting of the Bank have been attached hereto.

Member of the Management Board of PZU SA  
Bartosz Grześkowiak

President of the Management Board of PZU SA  
Artur Olech

**Draft resolutions of the Extraordinary General Meeting  
of Bank Polska Kasa Opieki Spółka Akcyjna to be convened on 6 September 2024**

The Management Board of Bank Polska Kasa Opieki Spółka Akcyjna ("Bank") presents draft resolutions to be discussed at the Extraordinary General Meeting of Shareholders of the Bank.

**Re. item 2 of the agenda:**

**Resolution No. ....  
of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna  
dated 6 September 2024  
on the election of the Chairperson of the Extraordinary 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 Extraordinary General Meeting elects ..... as the Chairperson of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna.

§ 2.

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

**Justification of the resolution of the Extraordinary General Meeting on the election of the Chairperson of the General Meeting of the Bank**

The election of the Chairperson shall take place during the General Meeting, in accordance with 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.

**Re. item 4 of the agenda:**

**Resolution No. ....  
of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna  
dated 6 September 2024  
on the adoption of the agenda of the Extraordinary General Meeting of Bank Polska Kasa  
Opieki Spółka Akcyjna**

§ 1

The Extraordinary General Meeting of the Bank adopts the following agenda:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Confirmation that the Extraordinary General Meeting has been duly convened and has capacity to adopt binding resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Adoption of resolutions on changes in the composition of the Supervisory Board of the Bank.
6. Adoption of a resolution on incurring the costs of convening and holding the Extraordinary General Meeting.
7. Closing of the Extraordinary General Meeting.

§ 2

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

**Justification of the resolution of the Extraordinary General Meeting on the adoption of the agenda of the Extraordinary General Meeting of the Bank.**

The General Meeting deliberates according to the adopted agenda. Pursuant to Article 404 § 1 of the Commercial Companies Code, no resolution may be adopted on matters not included in the agenda, unless the entire share capital is represented at the General Meeting and no one present has objected to adopting the resolution.

Re. item 5 of the agenda:

**Resolution No. ....**  
**of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna**  
**dated 6 September 2024**  
**on the dismissal of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka**  
**Akcyjna**

§ 1

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 13 item 14) of the Articles of Association of the Bank, the Extraordinary General Meeting of the Bank hereby dismisses ..... from the Supervisory Board of the Bank.

§ 2

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

**Justification of the resolution of the Extraordinary General Meeting on the dismissal of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna.**

Pursuant to § 13 item 14) of the Articles of Association of the Bank, a Member of the Supervisory Board may be dismissed by way of a resolution of the General Meeting.

**Resolution No. ...**  
**of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna**  
**dated 6 September 2024**  
**on the appointment of a member of the Supervisory Board of Bank Polska Kasa Opieki**  
**Spółka Akcyjna,**  
**taking into account the assessment of compliance with suitability requirements**

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

§ 1.

The Extraordinary General Meeting, taking into account the assessment of compliance with suitability requirements, appoints ..... as a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for a joint term of three financial years.

§ 2.

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

**Justification of the resolution of the Extraordinary General Meeting on the appointment of a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the assessment of compliance with suitability requirements.**

In accordance with § 58 (8) of: "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" (Policy), the General Meeting of Shareholders takes into consideration the results of the Suitability Assessment carried out by the Shareholder who nominated the relevant Candidate for a member of the Supervisory Board and information referred to in § 58 (7) of the Policy when adopting a resolution on the appointment of individual Candidates for members of the Supervisory Board to the Supervisory Board. Pursuant to § 19 (1) of the Articles of Association of the Bank, the Supervisory Board consists of between seven and nine members appointed by the General Meeting of Shareholders for a joint term of office of three full financial years. § 18 (14) of the Articles of Association of the Bank stipulates that members of the Supervisory Board are appointed and dismissed taking into account the assessment of compliance with suitability requirements.

Re. item 7 of the agenda:

**Resolution No. ...  
of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna  
dated 6 September 2024  
on incurring the costs of convening and holding the Extraordinary General Meeting.**

§ 1

Acting pursuant to Article 400 § 4 of the Commercial Companies Code the Extraordinary General Meeting of the Bank hereby resolves that the costs of convening and holding the Extraordinary General Meeting shall be borne by the Bank.

§ 2

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

**Justification of the resolution of the Extraordinary General Meeting of the Bank on the acceptance of costs of convening and holding the Extraordinary General Meeting.**

Pursuant to Article 400 § 4 of the Commercial Companies Code a general meeting convened at the request of a shareholder or shareholders representing at least 1/20<sup>th</sup> of share capital adopts a resolution determining whether the costs of convening and holding the meeting are to be borne by the company.