

**Draft resolutions of the Ordinary General Meeting of Shareholders
Bank Polska Kasa Opieki Spółka Akcyjna convened to be held on 15 June 2022.**

The Management Board of Bank Polska Kasa Opieki Spółka Akcyjna ("Bank") shall present draft resolutions to be discussed at the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna, together with draft documents relevant to the adopted resolutions that have not been previously disclosed to the public.

Re. point 2 of the agenda

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

Justification for the resolution of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna on the election of the Chairperson of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna

The election of the Chairperson will 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. point 4 of the agenda

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka
Akcyjna
on the adoption of the agenda of the Ordinary General Meeting of Shareholders
of Bank Polska Kasa Opieki Spółka Akcyjna

§ 1.

The Ordinary General Meeting adopts the agenda in the wording established by the Management Board of the Bank in the Notice of convening of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna, pursuant to Article 402¹ of the Commercial Companies Code.

§ 2.

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

Justification for the resolution of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna on the adoption of the agenda of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna

Discussions during the General Meeting of Shareholders will be based on the above agenda. Pursuant to Article 404 § 1 of the Commercial Companies Code, no resolution may be adopted in matters not included in the agenda, unless the entire share capital is represented at the General Meeting of Shareholders, and no one present has objected to adopting the resolution. Pursuant to § 9(1) of the Regulations of General Meetings of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna, having confirmed the General Meeting of Shareholders' capacity to adopt resolutions, the Chairperson familiarises the participants of the General Meeting of Shareholders with the agenda.

Re. point 10 sub-point 1) of the agenda

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
regarding 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.

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

§ 1.

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. – is hereby approved.

§ 2.

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

Justification for the resolution of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna regarding 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.

Pursuant to Article 395 § 2 point 1) and § 5 of the Commercial Companies Code, the subject of the Ordinary General Meeting of Shareholders should be the consideration and approval of the Bank's Management Board report on the Bank's activities and the Bank's Management Board report on the activities of the Bank's capital group. The need to approve these documents by the General Meeting of Shareholders also results from the Accounting Act of 29 September 1994. The data contained in the Management Board's report on the Bank's activities and on the activities of the Bank's capital group were analysed by the statutory auditor and the Supervisory Board of the Bank.

Re. point 10 sub-point 2) of the agenda

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on the approval of the Individual Financial Statements of

Bank Pekao S.A. for the year ended on 31 December 2021

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

§ 1.

The Individual Financial Statement of Bank Pekao S.A. for the year ended on 31 December 2021 is approved. It includes the following:

- a) the statement of financial standing prepared as at 31 December 2021, showing total assets, liabilities and equity in the amount of PLN 241,275,213,096.48 (in words: two hundred and forty-one billion two hundred seventy-five million two hundred thirteen thousand and ninety-six zlotys and 48/100),
- b) statement of total income for the financial year ended 31 December 2021, showing total income in the amount of PLN -705,020,403.94 (say: minus seven hundred and five million twenty thousand and four hundred three zlotys and 94/100),
- c) profit and loss account for the financial year ended 31 December 2021 showing a net profit of PLN 2,236,829,360.84 (in words: two billion two hundred thirty-six million eight hundred twenty-nine thousand three hundred and sixty zlotys and 84/100),
- d) statement concerning changes in equity for the financial year ended 31 December 2021, showing a decrease in equity by PLN 1,547,550,000.00 (say: one billion five hundred forty-seven million five hundred fifty thousand zlotys and 00/100),
- e) cash flow statement for the financial year ended 31 December 2021 showing an increase in net cash by the amount of PLN 977,158,000.00 (in words: nine hundred seventy-seven million one hundred fifty-eight thousand zlotys and 00/100),
- 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.

Re. point 10 sub-point 3) of the agenda

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka
Akcyjna
on the approval of the Consolidated Financial Statements of the Bank Pekao S.A. Capital
Group for the year ended 31 December 2021

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

§ 1.

The Consolidated Financial Statements of the Bank Pekao S.A. Capital Group for the year ended 31 December 2021 are hereby approved and comprise the following:

- a) the consolidated statement of financial standing prepared as at 31 December 2021, showing total assets and liabilities and equity of PLN 250,566,604,781.74 (in words: two

hundred fifty billion five hundred sixty-six million six hundred four thousand seven hundred eighty-one zlotys and 74/100),

- b) the consolidated statement of total income for the financial year ended 31 December 2021, showing total income in the amount of PLN -787,622,941.08 (say: minus seven hundred eighty-seven million six hundred and twenty-two thousand nine hundred and forty-one zlotys and 8/100),
- c) the consolidated profit and loss account for the financial year ended 31 December 2021, showing a net profit of PLN 2,176,558,361.51 (in words: two billion one hundred seventy-six million five hundred fifty-eight thousand three hundred and sixty-one zlotys and 51/100),
- d) the consolidated statement concerning changes in equity for the financial year ended 31 December 2021, showing a decrease in equity by PLN 1,631,691,000.00 (in words: one billion six hundred and thirty-one million six hundred and ninety-one thousand zlotys and 00/100),
- e) the consolidated cash flow statement for the financial year ended 31 December 2021 showing an increase in net cash by the amount of PLN 730,277,000.00 (say: seven hundred and thirty million two hundred and seventy-seven thousand zlotys and 00/100),
- 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.

Re. point 10 sub-point 4) of the agenda

Resolution No.

of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna on the distribution of profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2021

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

§ 1.

The profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2021 in the amount of PLN 2,236,829,360.84 (in words: two billion two hundred thirty-six million eight hundred twenty-nine thousand three hundred sixty zlotys and 84/100) is distributed as follows:

- 1) the amount of PLN 1,108,208, 214.64 (in words: one billion one hundred eight million two hundred eight thousand two hundred and fourteen Polish zlotys and 64/100) to be allocated to the reserve capital.
- 2) the amount of PLN 1,128,621,146.20 (in words: one billion one hundred twenty-eight million six hundred twenty-one thousand one hundred and forty-six Polish zlotys and 20/100) to be allocated for the dividend,

§ 2.

The amount of the dividend per share is PLN 4.30 (say: four zlotys and 30/100).

§ 3.

The dividend date is 25 July 2022.

§ 4.

The dividend payment date is 4 August 2022.

§ 5.

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

Justification for the resolution of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna on the distribution of profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2021:

When presenting the proposal on the distribution of the Bank's profit for 2021, the Management Board of the Bank took into account:

1. the directional proposals for distributing the Bank's profit for the years 2021-2024, which assume the allocation of 50%-75% of the Bank's profit for 2021 to dividends,
2. the individual recommendation of the Polish Financial Supervision Authority regarding the possibility of paying up to 100% of dividends from the Bank's net profit for 2021,
3. the planned development goals of the Bank and the Bank's Capital Group,
4. the macroeconomic situation and situation on financial markets in Poland and globally,

According to the proposal of the Bank's Management Board, the payment of the dividend per share will amount to PLN 4.30, which translates into a payout ratio of 50.5% of the Bank's net profit for the year 2021 (51.9% of the consolidated net profit of the Bank's Capital Group).

The Supervisory Board of the Bank assessed the above proposal of the Management Board of the Bank on the distribution of profit and recommended that the Ordinary General Meeting adopt a resolution on this matter.

Re. point 10 sub-point 5) of the agenda

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
regarding the 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.

Acting pursuant to Article 395 § 5 of the Commercial Companies Code and § 13 point 3 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, and recommendations 7.3 and 8.9 of Recommendation Z concerning the rules of internal governance in banks published by the Polish Financial Supervision Authority, the Ordinary General Meeting hereby resolves as follows:

§ 1.

Approves:

1. 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 constituting Appendix 1 to this resolution, as well as
2. the results of self-assessments of the suitability of the Supervisory Board and its members constituting Appendix 2 to this resolution.

§ 2.

The General Meeting assesses that:

1. the Regulations of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna, as a regulation defining the functioning of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna, are adequate and compliant with the provisions of law and requirements of supervisory authorities.
2. the activities undertaken by the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to perform its duties in 2021 were effective.

§ 3.

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

Justification for the Resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna regarding the 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:

The Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna on the activities in 2021 and the results of the assessment: concerning the approval of the Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna on the activities in 2021 and the results of the assessment: concerning the 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., Financial Statements of Bank Polska Kasa Opieki Spółka Akcyjna and the Bank Polska Kasa Opieki Spółka Akcyjna Capital Group for the year ended on 31 December 2021 and the proposal of the Management Board concerning the distribution of net profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2021, as well as the results of the self-assessment of the individual suitability of members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna and the collective suitability of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna (the “Report”) is considered and approved by the General Meeting of Shareholders, pursuant to § 13 point 3) of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna. The Report has been prepared taking into account detailed rules of the Best Practice for WSE Listed Companies 2021, i.e. it includes the assessment of the Bank’s situation, including the assessment of internal control systems, risk management, compliance and internal audit functions, as well as the assessment of the rationality of the Bank’s sponsorship and charitable activities.

Pursuant to Article 22(2) of the Act of 29 August 1997 on *Banking Law*, members of the Supervisory Board are appointed by the General Meeting of Shareholders. Pursuant to recommendation 7.3 of Recommendation Z concerning the rules of internal governance in banks, published by the Polish Financial Supervisions Authority, the governing bodies of the

bank are responsible for selection and assessment of the suitability of members of the supervisory board and management board as well as key function holders at the bank.

Pursuant to recommendation 8.9 of Recommendation Z published by the Polish Financial Supervision Authority, concerning the rules of internal governance in banks, the adequacy of internal regulations concerning the functioning of the supervisory board and the effectiveness of its activities should be regularly self-assessed and assessed by the general meeting of shareholders.

Pursuant to § 47 point 1) and § 48 point 1) 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 ("Selection Policy"), secondary assessment of the suitability of members of the Supervisory Board, as well as collective assessment of the Supervisory Board, is carried out annually. However, pursuant to § 59 point 3) and § 60 point 3) of the Selection Policy, the Assessment of the Suitability of members of the Supervisory Board, as well as the Assessment of the Collective Suitability of members of the Supervisory Board, is carried out by the General Meeting of Shareholders by adopting an appropriate resolution approving the Supervisory Board members' self-assessment and the Supervisory Board's self-assessment, respectively.

Re. point 10 sub-point 6) of the agenda

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka
Akcyjna
on granting a vote of approval to a member of the Management Board of Bank Polska Kasa
Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Mr **Leszek Skiba** – Vice-President of the Management Board of the Bank managing the operations of the Management Board from 1 January until 3 February 2021, President of the Management Board of the Bank from 4 February until 31 December 2021 – is granted discharge.

§ 2.

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

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Management Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka
Akcyjna
on granting a vote of approval to a member of the Management Board of Bank Polska Kasa
Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Mr **Marcin Gadomski** – Vice-President of the Management Board of the Bank from 1 January until 31 December 2021 – is granted discharge.

§ 2.

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

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Management Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka
Akcyjna
on granting a vote of approval to a member of the Management Board of Bank Polska Kasa
Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2 point 3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Mr **Piotr Zborowski** – Vice-President of the Management Board of the Bank from 5 November until 31 December 2021 – is granted discharge.

§ 2.

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

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Management Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on granting a vote of approval to a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Mr **Jerzy Kwieciński** – Vice-President of the Management Board of the Bank from 1 February until 31 December 2021 – is granted discharge.

§ 2.

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

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Management Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on granting a vote of approval to a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Ms **Magdalena Zmitrowicz** – Vice-President of the Management Board of the Bank from 1 January until 31 December 2021 – is granted discharge.

§ 2.

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

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Management Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on granting a vote of approval to a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Mr **Jarosław Fuchs** – Vice-President of the Management Board of the Bank from 1 January until 31 December 2021 – is granted discharge.

§ 2.

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

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Management Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on granting a vote of approval to a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Mr **Wojciech Werochowski** - Vice-President of the Management Board of the Bank from 15 January until 31 December 2021 – is granted discharge.

§ 2.

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

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Management Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.

of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on granting a vote of approval to a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Mr **Błażej Szczecki** - Vice-President of the Management Board of the Bank from 15 January until 31 December 2021 – is granted discharge.

§ 2.

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

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Management Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.

of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on granting a vote of approval to a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Mr **Paweł Strączyński** – Vice-President of the Management Board of the Bank from 5 August until 31 December 2021 – is granted discharge.

§ 2.

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

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Management Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka
Akcyjna
on granting a vote of approval to a member of the Management Board of Bank Polska Kasa
Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Mr **Tomasz Kubiak** – Vice-President of the Management Board of the Bank from 1 January until 4 November 2021 – is granted discharge.

§ 2.

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

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Management Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on granting a vote of approval to a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Mr **Krzysztof Kozłowski** – Vice-President of the Management Board of the Bank from 1 January until 3 August 2021 – is granted discharge.

§ 2.

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

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Management Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on granting a vote of approval to a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Mr **Tomasz Styczyński** – Vice-President of the Management Board of the Bank from 1 January until 31 January 2021 – is granted discharge.

§ 2.

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

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to members of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Management Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Re. point 10 sub-point 7) of the agenda

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on granting a vote of approval to a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Ms **Beata Kozłowska-Chyla** – Chairperson of the Supervisory Board of the Bank from 1 January until 31 December 2021 – is granted discharge.

§ 2.

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

Justification for the resolutions of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Supervisory Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on granting a vote of approval to a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Ms **Joanna Dynysiuk** – Vice-Chairperson of the Supervisory Board of the Bank from 1 January until 31 December 2021 – is granted discharge.

§ 2.

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

Justification for the resolutions of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Supervisory Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on granting a vote of approval to a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Ms **Małgorzata Sadurska** – Member of the Supervisory Board of the Bank from 1 January until 9 June 2021 and Vice-Chairperson of the Supervisory Board from 10 June until 31 December 2021 – is granted discharge.

§ 2.

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

Justification for the resolutions of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Supervisory Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.

of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on granting a vote of approval to a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Mr **Stanisław Ryszard Kaczoruk** – Secretary of the Supervisory Board of the Bank from 1 January until 31 December 2021 – is granted discharge.

§ 2.

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

Justification for the resolutions of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Supervisory Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on granting a vote of approval to a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Mr **Marcin Izdebski** – Member of the Supervisory Board of the Bank from 11 June until 31 December 2021 – is granted discharge.

§ 2.

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

Justification for the resolutions of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Supervisory Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on granting a vote of approval to a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Ms **Sabina Bigos-Jaworowska** – Member of the Supervisory Board of the Bank from 1 January until 31 December 2021 – is granted discharge.

§ 2.

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

Justification for the resolutions of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Supervisory Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on granting a vote of approval to a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Ms **Justyna Głębiowska-Michalak** – Member of the Supervisory Board of the Bank from 1 January until 31 December 2021 – is granted discharge.

§ 2.

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

Justification for the resolutions of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Supervisory Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on granting a vote of approval to a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Mr **Michał Kaszyński** - Member of the Supervisory Board of the Bank from 1 January until 31 December 2021 – is granted discharge.

§ 2.

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

Justification for the resolutions of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Supervisory Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on granting a vote of approval to a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Mr **Marian Majcher** – Member of the Supervisory Board of the Bank from 1 January until 31 December 2021 – is granted discharge.

§ 2.

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

Justification for the resolutions of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Supervisory Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on granting a vote of approval to a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna
for the discharge of his/her duties in the year 2021

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 13 point 4 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1.

Mr **Marcin Eckert** – Vice-Chairman of the Supervisory Board of the Bank from 1 January until 7 June 2021 – is granted discharge.

§ 2.

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

Justification for the resolutions of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the granting of discharge to a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna for the performance of their duties in the year 2021:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code, granting discharge to members of the Bank's bodies, including members of the Supervisory Board, for the performance of their duties in a given financial year requires a resolution of the Ordinary General Meeting of Shareholders.

Re. point 11 of the agenda

Resolution No.

of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on the evaluation of the Remuneration Policy of Bank Polska Kasa Opieki Spółka Akcyjna in 2021

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

§ 1.

Having reviewed the “Report on the evaluation of the functioning of the Bank Remuneration Policy in 2021”, presented by the Supervisory Board, 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.

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the evaluation of the Remuneration Policy of Bank Polska Kasa Opieki Spółka Akcyjna in 2021

Pursuant to § 18 point 19 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, in connection with § 28 paragraph 3 of the Corporate Governance Principles for Supervised Institutions issued by the Polish Financial Supervision Authority, the supervising authority prepares and submits to the decision-making authority once a year a report on the evaluation of the functioning of the remuneration policy in the supervised institution. In view of the above, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna evaluated the functioning of the Remuneration Policy of Bank Polska Kasa Opieki Spółka Akcyjna in 2021 and the results of the evaluation were presented in the “Report on the evaluation of the functioning of the Bank Remuneration Policy in 2021”. In accordance with § 28 paragraph 4 of the Principles of Corporate Governance for Supervised Institutions, the decision-making authority shall assess whether the established remuneration policy is conducive to the development and safety of the supervised institution.

In 2021, the Bank implemented the Remuneration Policy that fosters the development and security of the Bank’s operations by implementing provisions and objectives based on ensuring a long-term increase in shareholder value and stability of the company’s operations.

Re. point 12 of the agenda

Resolution No.
of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on the opinion on 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

Acting pursuant to Article 395 § 2¹ of the Commercial Companies Code and Article 90g(6) of the Act of 29 July 2005 on Public offering, conditions governing the introduction of financial

instruments to organised trading, and public companies, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1.

The Ordinary General Meeting of Shareholders issues a positive opinion on 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

§ 2.

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

Justification for the resolution of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna on 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:

Pursuant to Article 395 § 2¹ of the Commercial Companies Code and Article 90g(6) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, the general meeting should adopt a resolution concerning the opinion on the report on the remuneration.

Re. point 13 of the agenda

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

Acting pursuant to § 13 point 15 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§ 1

In 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, paragraph 5a shall be added after paragraph 5 in § 1, reading as follows:

“5a. For Members of the Supervisory Board who are members of committees operating in the Supervisory Board and at the same time do not perform any of the functions referred to in paragraphs 2 to 5, the monthly remuneration specified in paragraph 1 shall be increased by 7%.”

§ 2.

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

Justification for the Resolution of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna 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:

Pursuant to § 13 point 15) of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the competences of the Ordinary General Meeting of Shareholders involve establishing the rules of remuneration for members of the Supervisory Board. The proposed amendment results from rule 6.4 of the Best Practice of WSE Listed Companies 2021: "Remuneration of members of committees, in particular, the audit committee, should take into account additional workload related to operations in these committees". The implementation of the proposed change will ensure the implementation of the above-mentioned requirement.

Re. point 14 of the agenda

Resolution No.

of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the adoption of the amended Remuneration Policy for Members of the Supervisory Board and the Management Board of Polska Kasa Opieki Spółka Akcyjna

§ 1.

Acting pursuant to Article 90d (1) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, the Ordinary General Meeting of Shareholders adopts the amended "Remuneration Policy for Members of the Supervisory Board and the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna" ("Policy"), in the wording attached hereto.

§ 2.

The Policy shall enter into force as of the day following the entry into force of this Resolution.

§ 3.

As of the effective date of this Resolution, Resolution 38 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna of 22 May 2020 on the adoption of the Remuneration Policy for Members of the Supervisory Board and the Management Board of Polska Kasa Opieki Spółka Akcyjna is repealed.

§ 4.

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

Justification for the Resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the adoption of the amended Remuneration Policy for Members of the Supervisory Board and the Management Board of Polska Kasa Opieki Spółka Akcyjna

The adoption by the General Meeting of Shareholders of the amended "Remuneration Policy for Members of the Supervisory Board and the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna" ("Policy") is aimed at adjusting the content of the Policy to the current wording of Article 9ca of the Banking Law Act of 29 August 1997 and the Regulation of the Minister of Finance, Funds and Regional Policy of 8 June 2021 on the risk management system and internal control system as well as remuneration policy in banks, as well as adapting the Policy to Best Practice of WSE Listed Companies 2021 (in terms of increasing the remuneration of Supervisory Board members who are members of the Committees operating in the Supervisory Board). The amendments introduced by the Policy are not material.

Re. point 15 of the agenda

Resolution No.

of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna on the 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.

§ 1.

Acting pursuant to Article 395 § 5 of the Commercial Companies Code in conjunction with rule 2.1 of the Best Practice of WSE Listed Companies 2021, the Ordinary General Meeting of Shareholders adopts 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, in the wording constituting an appendix to this Resolution.

§ 2.

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

Justification for the Resolution of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna on the 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:

In accordance with rule 2.1 of Good Practices of WSE Listed Companies 2021, "the company should have in place a diversity policy towards the management board and the supervisory board, adopted by the supervisory board or the general meeting, respectively." To the extent that 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" applies to members of the Supervisory Board of the Bank, it should be adopted by Ordinary General Meeting of Shareholders of the Bank.

Re. point 16 of the agenda

Resolution No.

of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna
on adopting the Best Practice for WSE Listed Companies 2021

Acting pursuant to Article 395 § 5 of the Commercial Companies Code and § 13 point 18 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders hereby resolves as follows:

§ 1

Whereas:

- 1) the Supervisory Board of Warszawska Giełda Papierów Wartościowych S.A. (WSE) by Resolution No. 13/1834/2021 of 29 March 2021 adopted the Best Practice of WSE Listed Companies 2021 constituting the principles of corporate governance for joint-stock companies issuing shares, convertible bonds or bonds with pre-emptive rights that are admitted to trading on a regulated market operated by the Warsaw Stock Exchange,
- 2) the Bank, as a joint stock company being the issuer, should, pursuant to Article 29 paragraph 2 of the WSE Regulations, apply the Best Practice of WSE Listed Companies 2021,
- 3) part of the Best Practice of WSE Listed Companies 2021 is addressed to the general meeting and shareholders of the Bank,
- 4) the Best Practice for WSE Listed Companies 2021 was adopted for application by the Bank pursuant to the Resolution of the Bank's Management Board No. 392/VIII/21 of 3 August 2021,

the Ordinary General Meeting of Shareholders of the Bank declares the application of the Best Practice of WSE Listed Companies 2021 addressed to the general meeting and the Bank's shareholders.

§ 2

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

Justification for the Resolution of the Ordinary General Meeting of Shareholders of Bank Polska Kasa Opieki Spółka Akcyjna on adopting the Best Practice for WSE Listed Companies 2021

the Supervisory Board of Warszawska Giełda Papierów Wartościowych S.A. (WSE) by Resolution No. 13/1834/2021 of 29 March 2021 adopted a set of new corporate governance principles for joint-stock companies issuing shares, convertible bonds or bonds with pre-emptive rights that are admitted to trading on a regulated market operated by the Warsaw Stock Exchange, i.e. the Best Practice of WSE Listed Companies 2021 ("Best Practice 2021"), which entered into force on 1 July 2021. The application by companies of the rules contained therein is voluntary, however, informing about the scope of their application will be the company's obligation, indicated in the WSE Regulations. The introduction to the text of the Best Practice 2021 indicates that the addressee of some rules (apart from the management board, supervisory board, members of these bodies), is also the general meeting or shareholders of the company. For this reason, the competent authorities, including the general meeting (shareholders of the company), should take measures that will enable the application of the Best Practice 2021 to the fullest extent possible, taking into account the principles of proportionality and adequacy. Considering the above, it is reasonable for the Ordinary General Meeting of Shareholders to adopt a resolution on adopting the Best Practice 2021 for application.

Re. point 19 of the agenda

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna amending 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 Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§1.

The Statute of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that in § 6 paragraph 1 after point 20), points 20a) and 20b) are added:

“20a) intermediation in the granting and borrowing of financial instruments;
20b) lending and borrowing of financial instruments;”

§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 Statute 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 Statute 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.

Justification for the Resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

The proposed amendment is related to the extension of the Bank's product offer.

Resolution No.

of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna amending 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 Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§1.

The Statute of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that § 6(1) point 35 shall have the following wording:

“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) provision of services in the performance of concluded underwriting contracts or the conclusion and performance of other contracts of a similar nature, if their subject matter are 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,”

§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 Statute 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 Statute 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.

Justification for the Resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

The proposed amendment results from the amendment to the wording of Article 69(2) point 7 of the 29 Act of July 2005 on Trading in Financial Instruments, which was amended as of 30 November 2019 by Article 14 point 23) letter a) the Act of 16 October 2019 amending the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (Dz. U. [*Poland's Journal of Laws*] of 2019, item 2217).

Resolution No.

of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna amending 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 Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§1.

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

§ 14 paragraph 1 is replaced by the following:

“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.”

§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 Statute 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 Statute 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.

Justification for the Resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

The proposed amendment aims to remove interpretative doubts regarding the rules for determining the term of office of members of the Bank's Supervisory Board. The amendment takes into account the jurisprudence of the Supreme Court in this respect and the wording of the Act amending the Act – Code Commercial Companies and certain other acts pending entry into force.

Resolution No.

of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna amending 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 Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§1.

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

§ 15 paragraph 2 is replaced by the following:

“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.”

§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 Statute 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 Statute 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.

Justification for the Resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

The proposed amendment aims to remove interpretative doubts regarding the rules for determining the term of office of members of the Bank's Supervisory Board. The amendment takes into account the jurisprudence of the Supreme Court in this respect and the wording of the Act amending the Act – Code Commercial Companies and certain other acts pending entry into force.

Resolution No.

of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna amending 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 Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§1.

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

§ 21 paragraphs 1 and 2 are replaced by the following:

“§ 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.”

§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 Statute 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 Statute 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.

Justification for the Resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

The proposed amendment aims to remove interpretative doubts regarding the rules for determining the term of office of members of the Bank's Management Board. The amendment takes into account the jurisprudence of the Supreme Court in this respect and the wording of the Act amending the Act – Code Commercial Companies and certain other acts pending entry into force.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna amending 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 Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§1.

The Statute of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended so that § 30 paragraph 3 shall 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.”

§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 Statute 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 Statute 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.

Justification for the Resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

Pursuant to Article 345 §4 of the Commercial Companies Code, “the company may finance the acquisition or taking up of the shares it issues, provided that it has pre-created a reserve capital for this purpose from the amount which, pursuant to Article 348 § 1, may be allocated for distribution”. The proposed amendment aims to enable the Bank to acquire own shares from reserve capital.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna amending 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 Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of Shareholders of the Bank hereby resolves as follows:

§1.

The Statute of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that §30a paragraph 3 shall be 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.”

§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 Statute 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 Statute 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.

Justification for the Resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

The proposed amendment aims to supplement the Statute of Bank Polska Kasa Opieki Spółka Akcyjna with provisions arising directly from the Commercial Companies Code, as well as to remove any doubts as to the amount of the dividend advance.