

**NOTICE OF CONVENING OF THE EXTRAORDINARY GENERAL MEETING OF BANK POLSKA  
KASA OPIEKI SPÓŁKA AKCYJNA**

The Management Board of Bank Polska Kasa Opieki Spółka Akcyjna with its registered office in Warsaw, at ul. Żubra 1, 01-066 Warsaw, entered in the Register of Entrepreneurs kept by the District Court for the Capital City of Warsaw in Warsaw, 13th Commercial Division of the National Court Register under the KRS number 0000014843, entry in the KRS on July 2, 2001 (hereinafter referred to as the "Bank"), acting on the basis of § 8 paragraph 1 of the Statute of Bank in connection with Article 398, Article 399 § 1, Article 400 §, Article 402(1) paragraphs 1 and 2 and Article 402(2) of the Commercial Companies Code, convenes the Bank's Extraordinary General Meeting.

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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE BANK AND DETAILED AGENDA**

The Management Board of the Bank convenes an Extraordinary General Meeting of the Bank on **28 November 2024 at 10.00 a.m. in Warsaw**, at ul. Żubra 1 in the Pekao Tower located in the Forest building complex, 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. (Technical break for the Bank's services to prepare information on whether the composition of the Supervisory Board meets the requirement of collective suitability).
6. Adoption of a resolution on the assessment of the collective suitability of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna.
7. Adoption of a resolution on incurring the costs of convening and holding the Extraordinary General Meeting.
8. Closing of the Extraordinary General Meeting.

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

The date of registration of participation in the Extraordinary General Meeting of Shareholders of the Bank falls sixteen days before the date of the Extraordinary General Meeting (registration date), i.e. on 12 November, 2024. Only persons who are Shareholders of the Bank on 12 November, 2024, i.e. on the date of registration of their participation in the Extraordinary General Meeting of Shareholders have the right to participate in the Extraordinary General Meeting.

At the request of a holder of dematerialized bearer shares of the Bank, submitted not earlier than after the announcement of convening the Extraordinary General Meeting of Shareholders, no later than on the first business day after the registration date, i.e. no later than 13 November 2024, the entity maintaining the securities account shall issue a personal certificate of the right to participate in the Extraordinary General Meeting.

The Management Board determines the list of Shareholders authorized 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 EXTRAORDINARY 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting, i.e. not later than 7 November, 2024.

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, ul. Żubra 1, 01-066 Warszawa or in electronic form (e-mail) by sending an electronic message 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 Extraordinary 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 Extraordinary General Meeting, in particular:

- 1) a deposit certificate or a certificate on the right to participate in the Extraordinary 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 – anonymized 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 authorization to represent the Shareholder and a copy or original of a current excerpt from the relevant register, or other document confirming authorization 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 Extraordinary 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](http://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 organized trading system and on public companies.

**2. Information on the Shareholder's right to submit draft resolutions concerning matters on the agenda of the Extraordinary General Meeting or matters which are to be included in the agenda before the date of the Extraordinary General Meeting and to submit candidates for members of the Supervisory Board.**

A Shareholder or Shareholders of the Bank representing at least one-twentieth of the share capital may, before the date of the Extraordinary 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, ul. Żubra 1, 01-066 Warszawa, or by means of electronic communication, by sending an electronic message to the dedicated e-mail address: [wz@pekao.com.pl](mailto:wz@pekao.com.pl), draft resolutions concerning matters introduced into the agenda of the Extraordinary General Meeting or matters to be introduced into the agenda. The Company stipulates that if draft resolutions are submitted later than the date preceding the date of the Extraordinary 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](http://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](http://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 Extraordinary 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 – anonymized 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 authorization to represent the Shareholder and a copy or original of a current excerpt from the relevant register, or other document confirming authorization 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 Extraordinary General Meeting be submitted at least 3 days before the date of the Extraordinary General Meeting.

Taking into account point 4.9.1 of the “*Best Practice of WSE Listed Companies 2021*”, the Management Board of the Bank requests that candidates for members of the Supervisory Board be proposed in time to allow shareholders to make a decision with due discernment, but no later than 3 days before the Extraordinary General Meeting.

### **3. Information on the Shareholder’s right to submit draft resolutions concerning matters included in the agenda during the Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 authorize 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 Extraordinary 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](mailto: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 Extraordinary 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 – anonymized 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 authorization 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 authorization 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 Extraordinary 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 Extraordinary 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 402<sup>3</sup> § 3 of the Commercial Companies Code, entitled – “Form for exercising voting rights through a proxy at the Extraordinary 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](http://www.pekao.com.pl). If the proxy votes using the form, he/she must deliver the form to the Chairperson of the Extraordinary 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 authorization 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 Extraordinary 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 27 November, 2024, 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 Extraordinary General Meeting by means of electronic communication**

The method and form of communication during the Extraordinary 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 Extraordinary 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 Extraordinary 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 organizational 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](http://www.pekao.com.pl), under Communication/Investor Information/General Meeting of Shareholders/Extraordinary General Meeting 28/11/2024.

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 Extraordinary General Meeting, together with draft resolutions and information concerning the Extraordinary General Meeting will be placed on the Bank’s website at [www.pekao.com.pl](http://www.pekao.com.pl) from the date of convening the Extraordinary General Meeting.

A Shareholder entitled to participate in the Extraordinary General Meeting may obtain, in paper form, the full text of documentation to be presented to the Extraordinary General Meeting and

draft resolutions or comments of the Bank Management Board or Supervisory Board at the Bank's Head Office in Warsaw at ul. Żubra 1, in Pekao Tower located in the Forest building complex, 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](mailto: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 Extraordinary General Meeting will be displayed at the Bank at the address: Warsaw ul. Żubra 1, in Pekao Tower located in the Forest building complex, three weekdays before the Extraordinary General Meeting, i.e. on 25, 26 and 27 November 2024.

A Shareholder of the Company may request that the list of shareholders entitled to participate in the Extraordinary 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 Extraordinary General Meeting, i.e. from November 21, 2024.

#### **VII. THE ADDRESS OF THE WEBSITE WHERE INFORMATION ON THE EXTRAORDINARY GENERAL MEETING WILL BE MADE AVAILABLE**

All information concerning the Extraordinary General Meeting and forms are available on the Bank's website [www.pekao.com.pl](http://www.pekao.com.pl).

**The draft resolutions are attached to this Notice.**

**Management Board of the Bank**

#### **Attachments:**

1. Model of anonymisation of ID card and passport.



2. The shareholders' ability to participate, the rules and way of participating in the General Meeting of Shareholders by means of electronic communication.
3. Draft resolutions of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna.
4. Agenda of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna.