

**Draft resolutions of the Extraordinary General Meeting
of Bank Polska Kasa Opieki Spółka Akcyjna to be convened on 3 September 2025**

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

Re. item 2 of the agenda:

**Resolution No.
of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
on the election of the Chairperson of the Extraordinary General Meeting
of Bank Polska Kasa Opieki Spółka Akcyjna**

§ 1

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

§ 2

The resolution comes into force upon its adoption.

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

The election of the Chairperson shall take place during the General Meeting, in accordance with Article 409 § 1 of the Commercial Companies Code and § 6 paragraph 1 of the Regulations of the General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna.

Re. item 4 of the agenda:

Resolution No.
of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
on the adoption of the agenda of the Extraordinary General Meeting of Bank Polska Kasa
Opieki Spółka Akcyjna

§ 1

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

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Confirmation that the Extraordinary General Meeting has been duly convened and has capacity to adopt binding resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Presentation of the essential elements of the content of the plan of division of Pekao Bank Hipoteczny S.A., the report of the Management Board dated 21 March 2025 justifying the division of Pekao Bank Hipoteczny S.A., the expert's opinion and any significant changes in assets and liabilities that have occurred between the date of drawing up the plan of division and the date of adopting the resolution on the division of Pekao Bank Hipoteczny S.A.
6. Adoption of a resolution regarding division of Pekao Bank Hipoteczny S.A.
7. Adoption of resolutions on amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna and authorising the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish the consolidated text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna.
8. Closing of the Extraordinary General Meeting.

§ 2

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

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

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

Re. item 6 of the agenda:

Resolution No.
of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
on the demerger of Pekao Bank Hipoteczny S.A.

§ 1

1. Pursuant to Article 541 of the Commercial Companies Code ("CCC") the Extraordinary General Meeting resolves to demerger of Pekao Bank Hipoteczny S.A. with its registered office in Warsaw ("PBH", the "Divided Company") pursuant to Article 529 § 1 item 4 of the CCC (the "Demerger") shall be executed, through:

- the transfer to Bank Polska Kasa Opieki S.A., Warsaw (the "Bank") of a part of PBH's assets (assets and liabilities) as well as PBH's rights and obligations in the form of an organised part of the enterprise of PBH, including, in particular, the following loan categories:
 - (a) mortgage loan, construction-mortgage loan and other loans granted by PBH to a natural person which, at any time after the signing of the loan agreement by PBH, were recorded by PBH as loans in a currency other than PLN;
 - (b) a loan granted by PBH to an entrepreneur or civil partnership which, at any time after the loan agreement was signed, was recorded by PBH as a loan in a currency other than PLN;
 - (c) a loan granted exclusively by PBH as the sole lender to a legal person or partnership which, at any time after the loan agreement was signed, was recorded by PBH as a loan in a currency other than PLN;

in respect of which any of the following criteria are met: (i) there is any outstanding indebtedness, (ii) the loan has been redeemed in whole or in part (i.e. there have been settlements or other agreements between the client and PBH in relation to the loan, providing for the release of the client from the debt, in respect of part or all of the principal, interest or costs), (iii) the loan has been repaid, or (iv) a court judgment has been issued in relation to the loan declaring the loan agreement invalid, but there are outstanding claims on the part of the borrower or PBH;

and the following categories of loans that meet the criteria set out in Appendix 1 (Table 4b) of the Demerger Plan:

- (d) a mortgage, construction-mortgage and other loans denominated in PLN granted by PBH to a natural person, secured by a mortgage on a property, where more than 50% of the area of such property is used for commercial purposes, under which the debt remains outstanding,
- (e) a loan denominated in PLN granted by PBH to an entrepreneur or a civil partnership, under which the debt remains outstanding,
- (f) a loan denominated in PLN granted exclusively by PBH as the sole lender to a legal person or partnership, under which the debt remains outstanding,
- (g) a mortgage loan, a construction-mortgage loan and other loans denominated in PLN originally granted by PBH (loan agreement signed by PBH) to a natural

person with an identified value impairment premise as at the date of signing the Demerger Plan,

and the rights and obligations arising from the loans indicated above, as well as the rights and obligations arising from the invalidation of the loans indicated in (a) – (c) above, and other elements related to the servicing of these loans,

constituting an organisationally and financially separate set of tangible and intangible assets, including liabilities, within the existing business of PBH required for the performance of tasks related to the loan servicing business indicated above, which could at the same time constitute a separate enterprise independently performing these tasks (the “Demerged Business”), the composition of which is indicated in Appendix 1 to the Demerger Plan;

– leaving the remaining assets (assets and liabilities) and rights and obligations of PBH (i.e. excluding the Demerged Business) with PBH, in the form of an organised part of the enterprise of PBH, including, in particular, the following loans:

- (a) loans denominated in PLN granted by PBH to natural persons or receivables acquired by PBH from the Bank on account of loans granted to natural persons, other than those indicated in the first indent above;
- (b) loans denominated in EUR granted by PBH to entrepreneurs or receivables acquired by PBH from the Bank on account of loans granted to entrepreneurs where PBH is not the sole lender (syndicated loans);
- (c) loans granted by PBH to local authorities or receivables acquired by PBH from the Bank in respect of loans granted to local authorities,

and the rights and obligations arising from these loans, as well as other elements necessary for the servicing thereof,

which constitute an organisationally and financially separate set of tangible and intangible assets, including liabilities, within the existing business of PBH, designed to perform tasks related to the business of the Divided Company, other than the Demerged Business, which at the same time may constitute a separate enterprise performing those tasks independently (the “Remaining Business”),

whereby the Remaining Business, in addition to the loans indicated in the second indent above, will include, in particular, the following assets for the performance of the Remaining Business: property, plant and equipment, IT systems and other intangible assets, cash, hedging derivative assets and liabilities, acquired securities (treasury bonds and bonds issued by local authorities), liabilities from the issue of covered bonds and bonds, liabilities from financing received, settlements with clients, settlements with employees, provisions, other assets and liabilities, including deferred and current taxes, employees required to carry out the tasks of the Remaining Business and the rights and obligations under contracts relating to the Remaining Business.

2. The Demerger Plan of the Divided Company agreed in writing between the Divided Company and the Bank on 21 March 2025 and made available to the public from that date continuously until the date of this Resolution on the website of the Divided Company and the Bank (the “Demerger Plan”) is hereby approved. The Demerger Plan is attached as Appendix 1 to this Resolution.

3. In connection with the Demerger, it is agreed to transfer the organised part of the business of the Divided Company in the form of the Demerged Business to the Bank within the scope and under the rules set out in this Resolution and in the Demerger Plan.

§ 2

1. As the Bank is the sole shareholder of the Divided Company, pursuant to Art. 550 of the CCC, no increase in the Bank's share capital is envisaged in connection with the acquisition by the Bank of part of the assets of the Divided Company, thus the Bank will not issue shares in exchange for the acquired assets of the Divided Company.
2. As a result of the Demerger, the share capital of the Divided Company will be decreased by the amount of PLN 100,000 (in words: one hundred thousand zlotys), through the redemption of one series G share of the Divided Company with a nominal value of PLN 100,000 (in words: one hundred thousand zlotys). Additionally, PBH's equity other than the share capital will be decreased by the amount equal to the difference between the book value of the net assets of the Demerged Business as at the date of the Demerger and the amount of the decrease of the share capital of PBH, however, not more than by PLN 100,000 (in words: one hundred thousand zlotys).
3. No surcharges are expected to be paid in connection with the Demerger.

§ 3

There will be no changes to the Bank's Statute as a result of the Demerger.

§ 4

The Management Board of the Bank is authorised to take all legal and other actions necessary to implement the Demerger.

§ 5

The Demerger will be carried out subject to obtaining:

- the decision of the Polish Financial Supervision Authority (the "PFSA") to approve the Demerger in accordance with Article 124c(2) of the Act of 29 August 1997 – Banking Law (the "Banking Law");
- the PFSA's decision to approve an amendment to the Statute of PBH related to the decrease of the share capital in connection with the Demerger in accordance with Article 34(2) of the Banking Law.

§ 6

The resolution comes into force upon its adoption.

Justification of the resolution of the Extraordinary General Meeting on the demerger of Pekao Bank Hipoteczny S.A.

Pursuant to Article 541 of the Commercial Companies Code, the division of Pekao Bank Hipoteczny S.A. ("PBH") requires a resolution of the Bank's General Meeting. In view of the above, the issue of adoption of this resolution is submitted to the General Meeting of the Bank.

The planned demerger of PBH involves the transfer to Bank Polska Kasa Opieki S.A. ("Bank Pekao") of the selected loans while maintaining universal succession. Such an operation, which has been supported by a number of analyses, will serve to ensure integration and centralization of

business service processes for the loan portfolios transferred as part of the spin-off within a single institution, that is, Bank Pekao. In particular, it will achieve the following:

- a) simplification of the balance sheet structure and optimization of PBH's risk profile to reduce the volatility of PBH's performance;
- b) Increasing the ability to obtain long-term financing for the Pekao Group through the use of mortgage bond issues;
- c) providing migrated PBH customers with a wider range of channels to access Pekao Group banking services through both digital channels and a network of dedicated branches;
- d) providing migrated PBH customers with access to Pekao Group's rich product and service offerings with a high degree of digitization;
- e) centralizing the servicing of corporate and CHF loans within the Pekao Group;
- f) achieving cost synergies in the operational area and enabling further process integration between the two banks.

A detailed rationale for the PBH spin-off is included in the Bank's Management Report justifying the PBH spin-off, its legal and economic basis, prepared in accordance with Article 536 § 1 of the Commercial Companies Code and available on the Bank's website at: <https://www.pekao.com.pl/pekao-en/investors-relations/additional-documents/demerger-of-pekao-bank-hipoteczny-sa>.

As a result of the demerger of PBH, there will be no changes to the Statute of Bank Pekao, nor will there be any increase in the share capital of Bank Pekao.

Re. item 7 of the agenda:

**Resolution No. ...
of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
on amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna and authorising the
Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish the
consolidated text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna**

Acting pursuant to Article 430 § 1 of the Code of Commercial Companies and § 13(8) of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting 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:

1) § 18(16) shall read as follows:

“16) Approving Management Board motions regarding the acquisition, encumbrance, or disposal of real estate, or an interest in real estate, or an interest in perpetual usufruct, if the value exceeds PLN 12,000,000. In all other cases, the decision shall be made by the Management Board or by persons authorised by the Management Board, without the need to obtain the consent of the Supervisory Board, subject to § 18a.”;

2) § 22(4) shall read as follows:

“4. The Management Board of the Bank handles the affairs of and represents the Bank. Any issues that are not reserved – under legal regulations or the Statute – for other governing bodies of the Bank shall fall under the purview of the Management Board of the Bank. Subject to § 18(16) and § 18a of the Bank’s Statute the acquisition, encumbrance, or disposal of real estate, perpetual usufruct, or an interest in real estate or in perpetual usufruct falls within the competence of the Management Board of the Bank or persons authorised by the Management Board, without the need for a resolution of the General Meeting. Members of the Bank’s Management Board shall coordinate and supervise the activity of the Bank, pursuant to the delegation of duties adopted by the Management Board of the Bank and approved by the Supervisory Board.”

§ 2.

Pursuant to Article 430 § 5 of the Code of Commercial Companies, 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 Code of Commercial Companies, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

Justification of the resolution of the Extraordinary General Meeting of the Bank on amending the Bank’s Statute.

The amendments to the Bank’s Statute are aimed at increasing the amount required for the Supervisory Board’s approval of the Management Board’s proposal to acquire, encumber or dispose of real estate or an interest in real estate or an interest in perpetual usufruct from PLN 5 million to PLN 12 million, as well as allowing the Bank’s Management Board to delegate decision-making authority regarding real estate to persons designated by the Management Board.

The changes are intended to streamline real estate decision-making, taking into account the significant scale and nature of the Bank’s operations, in particular, in light of the significant modernization of the branch network.

Resolution No. ...
of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 2025
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Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish the
consolidated text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Code of Commercial Companies and § 13(8) of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting 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 § 18(18) shall read as follows:

“18) Approving Management Board motion concerning the conclusion of outsourcing agreements, where the remuneration for services provided under such outsourcing agreement – either individually or jointly with other outsourcing agreements of the same type concluded with the same entity – exceeds PLN 10,000,000 net per annum, as well as Management Board motions concerning amendments to outsourcing agreements that increase the remuneration beyond the amount specified above,”.

§ 2.

Pursuant to Article 430 § 5 of the Code of Commercial Companies, 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 Code of Commercial Companies, upon obtaining the consent of the Polish Financial Supervision Authority to do so.

Justification of the resolution of the Extraordinary General Meeting of the Bank on amending the Bank's Statute.

The amendment to the Bank's Statute is aimed at defining the Supervisory Board's authority over outsourcing approvals in a manner analogous to that described in the provision of §18a of the Bank's Statute implementing into the Bank's Statute the statutory principles of state property management with regard to contracts for legal, consulting and marketing services. As a result, the Supervisory Board's decisions regarding the Bank's property and outsourcing will be made under a uniform model developed at the Bank based on market standards.

The amendment also includes an increase in the amount limit for which the Supervisory Board's approval is required from EUR 1 million to PLN 10 million, which, in the context of the significant scale and nature of the Bank's operations, will ensure that the Supervisory Board can focus on matters that are important from the perspective of overseeing the Bank's operations.

The proposed change will serve to streamline the decision-making process regarding outsourcing.