

**RESOLUTION No.    /2025  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 13 June 2025**

**on retaining the undistributed profit of PKO Bank Polski S.A. from previous years, as undistributed profit**

Acting pursuant to art. 395 § 2 point 2 of the Commercial Companies Code, the Annual General Meeting hereby adopts the following:

**§ 1.**

Undistributed profit of PKO Bank Polski S.A. from previous years in the amount of PLN 9 437 974 386,73 remains undistributed.

**§ 2.**

The resolution enters into force on the day of its adoption.

**Rationale**

**to the draft resolution on retaining the undistributed profit of PKO Bank Polski S.A. from previous years, as undistributed profit**

Pursuant to the provisions of the Commercial Companies Code, the distribution of net profit or coverage of net loss is carried out by the Annual General Meeting. According to the draft resolution of the Annual General Meeting it is proposed that the undistributed profit of PKO Bank Polski S.A. from previous years in the amount of PLN 9 437 974 386,73 remains undistributed profit.

Leaving previous years' retained earnings undistributed is in line with the Bank's strategy for 2025-2027 in the context of ensuring capital security and the possibility of further credit growth, including active participation in financing the energy transition in Poland.

In addition, due to regulatory changes, in particular:

- Acts amending Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms, with regard to requirements for credit risk, credit valuation adjustment risk, operational risk, market risk and the minimum capital threshold, and the
- Regulation of the Minister of Finance on the countercyclical buffer rate,

which directly affect capital needs, there is a need to ensure a stable own funds base for the Bank.

The lack of profit distribution has no impact on PKO Bank Polski S.A.'s capital ratios.

The project of the resolution has received the positive opinion of the Supervisory Board.