

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on the election of the Chairman of the Ordinary General Meeting

Pursuant to Article 409 § 1 of the Code of Commercial Partnerships and Companies the Ordinary General Meeting elects as its Chairman

Explanation

to draft resolution on the election of the Chairman of the Ordinary General Meeting

Pursuant to Article 409 § 1 of the Commercial Companies Code, the chairman shall be elected from among those entitled to participate in the general meeting. Pursuant to § 6 item 2 of the PKO Bank Polski SA General Meeting's Regulations, the person opening the General Meeting conducts the election of the Chairman of the General Meeting in a secret ballot, ensures the correct conduct of voting, and announces the result.

In relation to the above the resolution should be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on approving the PKO Bank Polski SA Directors' Report for the year 2012

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1.

The PKO Bank Polski SA Directors' Report for the year 2012 is approved.

§ 2.

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on approving the PKO Bank Polski SA Directors' Report for the year 2012

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code, the ordinary general meeting shall examine and approve the management board's report on company activities for the preceding financial year.

In relation to the above the resolution should be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**Resolution No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on approving the financial statements of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for the year ended on 31 December 2012

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1.

The Ordinary General Meeting approves the financial statements of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for the year ended 31 December 2012, composed of:

- 1) the income statement for the period from 1 January 2012 to 31 December 2012, reporting a net profit in the amount of PLN 3,592,617,000;
- 2) statement of comprehensive income;
- 3) statement of financial position as at 31 December 2012, reporting assets and total liabilities and equity amounting to PLN 191,017,712,000;
- 4) statement of changes in equity;
- 5) statement of cash flows, showing a increase in net cash in the period between 1 January 2012 and 31 December 2012 by PLN 1,074,748,000.
- 6) notes to the financial statements.

§ 2.

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on approving the financial statements of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for the year ended 31 December 2012

Pursuant to Article 395 § 2 point 1 the Commercial Companies Code, the ordinary general meeting shall examine and approve the financial statements for the preceding financial year.

In relation to the above the resolution should be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on approving the PKO Bank Polski SA Group Directors' Report for the year 2012

The Ordinary General Meeting adopts the following:

§ 1.

The Ordinary General Meeting hereby approves the PKO Bank Polski SA Group Directors' Report for the year 2012.

§ 2.

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on approving the PKO Bank Polski SA Group Directors' Report for the year 2012

Pursuant to Article 395 § 5 of the Commercial Companies Code, the ordinary general meeting may examine and approve financial statements of the capital group within the meaning of the provisions on accounting. Pursuant to Article 55 item 2 of the Accounting Act, the consolidated annual financial statements of the capital group must be supplemented with a report on the activities of the group.

In relation to the above the resolution is presented to be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

Resolution No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013

on approving the consolidated financial statements of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Group for the year ended 31 December 2012

Pursuant to Article 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1.

The Ordinary General Meeting approves the consolidated financial statements of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Group for the year ended 31 December 2012, composed of:

- 1) consolidated income statement for the period from 1 January 2012 to 31 December 2012, reporting a net profit attributable to the parent company in the amount of PLN 3,748,621,000;
- 2) consolidated statement of comprehensive income;
- 3) consolidated statement of financial position as at 31 December 2012, reporting assets and total liabilities and equity amounting to PLN 193,479,628,000;
- 4) consolidated statement of changes in equity;
- 5) consolidated statement of cash flows, showing a increase in net cash in the period between 1 January 2012 and 31 December 2012 by PLN 1,072,662,000.
- 6) notes to the consolidated financial statements.

§ 2.

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on approving the consolidated financial statements of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Group for the year ended on 31 December 2012

Pursuant to Article 395 § 5 of the Commercial Companies Code, the ordinary general meeting may examine and approve financial statements of the capital group within the meaning of the provisions on accounting.

In relation to the above the resolution is presented to be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on approving the report of the Supervisory Board of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2012

The Ordinary General Meeting adopts the following:

§ 1

The report of the Supervisory Board of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2012 is hereby approved.

§ 2

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on approving the report of the Supervisory Board of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2012

Pursuant to Article 382 § 3 of the Commercial Companies Code, special duties of the supervisory board shall include appraising the reports referred to in the Article 395 §2 point 1 of the Commercial Companies Code, to the extent of their conformity with books and documents and with the actual state of things, and management board motions on the distribution of profit or covering loss, as well as submitting to the general meeting annual written reports on findings of the appraisals.

In relation to the above-mentioned duty, the Supervisory Board has prepared the above report and presented it for approval.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on the distribution of the profit earned by the PKO Bank Polski SA in 2012 and unappropriated profits

Pursuant to Article 395 § 2 point 2 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1.

The net profit earned by Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna in the period between 1 January 2012 and 31 December 2012 that amounts to PLN 3,592,617,000 and unappropriated profits that amounts to 88,533,000 shall be distributed in the following manner:

- | | |
|--|--------------------|
| 1) dividends for the shareholders in the amount of | PLN 2,250,000,000; |
| 2) the reserve capital in the amount of | PLN 1,400,000,000; |
| 3) the other reserves in the amount of | PLN 31,150,000. |

§ 2.

This resolution shall come into force as of the date of its adoption.

EXPLANATION

to the draft resolution on the distribution of the profit earned by PKO Bank Polski SA in 2012 and unappropriated profits

Pursuant to the provisions of the Commercial Companies Code, the Ordinary General Meeting decides on the distribution of the net profit. It is proposed that the net profit earned from 1 January to 31 December 2012 and unappropriated profits be distributed in the manner specified in the draft resolution of the Ordinary General Meeting.

1. In respect of the **dividend** for shareholders, it is proposed to allocate the amount of **PLN 2,250,000,000**, that is, 61.12 per cent of the net profit for 2012 and unappropriated profits (PLN 1.80 gross per share).

The proposed dividend level is consistent with the dividend policy announced by the Management Board and the Supervisory Board, which assumes stable payments out of profit for shareholders over the long term in the amount of surplus capital above the accepted minimum capital adequacy ratios. Payment of the dividend in the proposed amount will enable the level of capital adequacy to be maintained at a safe level, in accordance with PFSA recommendations, and will guarantee that PKO Bank Polski's lending activity grows. The dividend policy of the Bank is compliant with the general recommendations of the Polish Financial Supervision Authority addressed to CEOs of banks regarding payment of dividends from profit for 2012.

2. In the case of **reserve capital**:
 - 1) an appropriation from net profit in the amount of **PLN 1,400,000,000**, that is, 38,03 per cent of the profit for 2012 and unappropriated profits distributed is proposed,
 - 2) the high share of the appropriations for reserve capital results from that capital's key role in the case of a balance sheet loss,
 - 3) in accordance with the provisions of the Bank's Statute and the Commercial Partnerships and Companies Code, reserve capital is the main source for covering any losses, and only after it has been exhausted can other capitals be used.

After distribution, the reserve capital will increase from PLN 15,198,111,000 to the amount of **PLN 16,598,111,000**.

3. In the case of **other reserves**:

It is proposed to make an appropriation from net profit in the amount of **PLN 31,150,000**. It must be taken account of in the distribution of profit every year, because the provisions of the Bank's Statute obliged PKO Bank Polski SA to appropriations to other reserves from the profit achieved in each reporting year.

Given that other reserves serve to cover particular losses or expenditures (§ 30 item 2 of the Statute), it is proposed an appropriation in the amount of 0.85 per cent of net profit and unappropriated profits distributed since, the level of other reserves at PKO Bank Polski SA are sufficient with regard to the purposes for which it may be allocated.

After distribution, the other reserves will increase from PLN 3,385,743,000 to the amount of **PLN 3,416,893,000**.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on the defining the amount of dividend per each share, dividend day and the day of its payment

Pursuant to Article 348 § 3 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1.

1. Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall pay the dividend for the year 2012 and unappropriated profits in the amount of PLN 1.80 gross per each share.
2. The dividend day shall be 19 September 2013.
3. The dividend shall be payable on 4 October 2013.
4. The dividend may be paid in the following forms:
 - 1) transfer to the securities account, if the shares are deposited on such an account (investment account);
 - 2) transfer to a bank account specified by the shareholder or cash payment, if the shareholder does not have a securities account.

§ 2.

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on the defining the amount of dividend per each share, dividend day and the day of its payment

In relation to the distribution of the profit made for 2012 and unappropriated profits, there is a need to establish the rules of disbursement of the dividend.

Pursuant to Article 348 § 3 of the Commercial Companies Code, the ordinary general meeting of a public company shall fix the dividend day and the dividend disbursement time. The dividend day may be set as the day on which the resolution was adopted, or as any other day within the consecutive three months thereafter.

In compliance with "Good Practices of Companies Listed on the Warsaw Stock Exchange", the dividend day and the date of dividend disbursement should be as close to each other as possible, the period of time between them not exceeding 15 business days.

In addition, pursuant to § 106 item 2 of the Rules of the National Depository for Securities, the dividend disbursement day should be at least 10 days later than the dividend day. Pursuant to § 5 of the Rules and Regulations of the National Depository for Securities, the 10 days that separate the dividend day and the payment date do not include public holidays set in separate laws and Saturdays.

In relation to the above the resolution should be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on granting a vote of acceptance to a member of the Management Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1

Mr Zbigniew Jagiełło, President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2012.

§ 2

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Management Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2012 to 31 December 2012, when Mr Zbigniew Jagiełło was a President of the Management Board.

In relation to the above the resolution should be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on granting a vote of acceptance to a member of the Management Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1

Mr Piotr Alicki, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2012.

§ 2

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Management Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2012 to 31 December 2012, when Mr Piotr Alicki was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on granting a vote of acceptance to a member of the Management Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1

Mr Bartosz Drabikowski, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2012.

§ 2

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Management Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2012 to 31 December 2012, when Mr Bartosz Drabikowski was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on granting a vote of acceptance to a member of the Management Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1

Mr Andrzej Kołatkowski, Vice-President of the Management Board till 13 July 2012, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2012.

§ 2

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Management Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2012 to 13 July 2012, when Mr Andrzej Kołatkowski was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on granting a vote of acceptance to a member of the Management Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1

Mr Jarosław Myjak, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2012.

§ 2

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Management Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2012 to 31 December 2012, when Mr Jarosław Myjak was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on granting a vote of acceptance to a member of the Management Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1

Mr Jacek Obłękowski, Vice-President of the Management Board is hereby granted a vote of acceptance to confirm the discharge of his duties in 2012.

§ 2

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Management Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2012 to 31 December 2012, when Mr Jacek Obłękowski was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on granting a vote of acceptance to a member of the Management Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1

Mr Jakub Papierski, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2012.

§ 2

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Management Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2012 to 31 December 2012, when Mr Jakub Papierski was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1

Mr Cezary Banasiński, the Chairman of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2012.

§ 2

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2012 to 31 December 2012, when Mr Cezary Banasiński was the Chairman of the Supervisory Board.

In relation to the above the resolution should be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1

Mr Tomasz Zganiacz, Vice-Chairman of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2012.

§ 2

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2012 to 31 December 2012, when Mr Tomasz Zganiacz was the Vice-Chairman of the Supervisory Board.

In relation to the above the resolution should be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1

Mr Mirosław Czekaj, Secretary of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2012.

§ 2

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the Ordinary General Meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2012 to 31 December 2012, when Mr Mirosław Czekaj was the Secretary of the Supervisory Board.

In relation to the above the resolution should be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1

Mr Jan Bossak, member of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2012.

§ 2

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the Ordinary General Meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2012 to 31 December 2012, when Mr Jan Bossak was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1

Ms Zofia Dzik, member of the Supervisory Board since 6 June 2012, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2012.

§ 2

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 6 June 2012 to 31 December 2012, when Mrs Zofia Dzik was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1

Mr Krzysztof Kilian, member of the Supervisory Board is hereby granted a vote of acceptance to confirm the discharge of his duties in 2012.

§ 2

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2012 to 31 December 2012, when Mr Krzysztof Kilian was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1

Mr Piotr Marczak, member of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2012.

§ 2

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2012 to 31 December 2012, when Mr Piotr Marczak was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1

Ms Ewa Miklaszewska, member of the Supervisory Board till 6 June 2012, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2012.

§ 2

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2012 to 6 June 2012, when Mrs Ewa Miklaszewska was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1

Mr Marek Mroczkowski, member of the Supervisory Board is hereby granted a vote of acceptance to confirm the discharge of his duties in 2012.

§ 2

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2012 to 31 December 2012, when Mr Marek Mroczkowski was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1

Mr Ryszard Wierzba, member of the Supervisory Board is hereby granted a vote of acceptance to confirm the discharge of his duties in 2012.

§ 2

This resolution shall come into force as of the date of its adoption.

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2012 to 31 December 2012, when Mr Ryszard Wierzba was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on a dismissal from the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna

Pursuant to Article 385 § 1 of the Commercial Companies Code, the Ordinary General Meeting resolves as follows:

§ 1.

The following is dismissed from the Supervisory Board:

...

§ 2.

This resolution shall come into force as of the date of its adoption.

Explanation

of the draft resolution on a dismissal from the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna

Pursuant to Article 385 § 1 of the Commercial Companies Code, members of the Supervisory Board are appointed and dismissed by the General Meeting.

In relation to the above the resolution is presented at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on an appointment to the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna

Pursuant to Article 385 § 1 of the Commercial Companies Code, the Ordinary General Meeting resolves as follows:

§ 1.

The following is appointed to the Supervisory Board:

...

§ 2.

This resolution shall come into force as of the date of its adoption.

Explanation

of the draft resolution on an appointment to the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna

Pursuant to Article 385 § 1 of the Commercial Companies Code, members of the Supervisory Board are appointed and dismissed by the General Meeting.

In relation to the above the resolution is presented at the Ordinary General Meeting.

The Supervisory Board gave positive opinion on the above draft resolution.