

**RESOLUTION No. 1/2016
of the Extraordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 February 2016**

on the election of the Chairman of the Extraordinary General Meeting

Pursuant to Article 409 § 1 of the Commercial Companies Code the Extraordinary General Meeting elects as its Chairman Zbigniew Mrowiec.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast		791,664,909
% of share capital represented by the shares on which valid votes were cast		63.33%
Total number of valid votes		791,664,909
including votes:	for	791,664,908
	against	0
	abstaining	1

**RESOLUTION No. 2/2016
of the Extraordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 February 2016**

concerning dismissal of the composition of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Supervisory Board

Pursuant to Art. 385 §1 of the Commercial Companies Code the Extraordinary General Meeting resolves as follows:

§ 1.

Mr Jerzy Góra is dismissed as a member of the Bank's Supervisory Board.

§ 2.

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

Additional information concerning the Resolution:

Number of shares on which valid votes were cast		791,664,909
% of share capital represented by the shares on which valid votes were cast		63.33%
Total number of valid votes		791,664,909
including votes:	for	466,330,065
	against	99,980,724
	abstaining	225,354,120

RESOLUTION No. 3/2016
of the Extraordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 February 2016

concerning dismissal of the composition of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Supervisory Board

Pursuant to Art. 385 §1 of the Commercial Companies Code the Extraordinary General Meeting resolves as follows:

§ 1.

Mr Mirosław Czekaj is dismissed as a member of the Bank's Supervisory Board.

§ 2.

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

Additional information concerning the Resolution:

Number of shares on which valid votes were cast		791,664,909
% of share capital represented by the shares on which valid votes were cast		63.33%
Total number of valid votes		791,664,909
including votes:	for	466,330,065
	against	99,980,724
	abstaining	225,354,120

**RESOLUTION No. 4/2016
of the Extraordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 February 2016**

concerning dismissal of the composition of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Supervisory Board

Pursuant to Art. 385 §1 of the Commercial Companies Code the Extraordinary General Meeting resolves as follows:

§ 1.

Mr Piotr Marczak is dismissed as a member of the Bank's Supervisory Board.

§ 2.

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

Additional information concerning the Resolution:

Number of shares on which valid votes were cast		791,664,909
% of share capital represented by the shares on which valid votes were cast		63.33%
Total number of valid votes		791,664,909
including votes:	for	471,918,132
	against	181,855,657
	abstaining	137,891,120

**RESOLUTION No. 5/2016
of the Extraordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 February 2016**

concerning dismissal of the composition of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Supervisory Board

Pursuant to Art. 385 §1 of the Commercial Companies Code the Extraordinary General Meeting resolves as follows:

§ 1.

Mr Marek Mroczkowski is dismissed as a member of the Bank's Supervisory Board.

§ 2.

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

Additional information concerning the Resolution:

Number of shares on which valid votes were cast		791,664,909
% of share capital represented by the shares on which valid votes were cast		63.33%
Total number of valid votes		791,664,909
including votes:	for	466,330,065
	against	99,977,724
	abstaining	225,357,120

**RESOLUTION No. 6/2016
of the Extraordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 February 2016**

concerning dismissal of the composition of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Supervisory Board

Pursuant to Art. 385 §1 of the Commercial Companies Code the Extraordinary General Meeting resolves as follows:

§ 1.

Mr Krzysztof Kilian is dismissed as a member of the Bank's Supervisory Board.

§ 2.

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

Additional information concerning the Resolution:

Number of shares on which valid votes were cast		791,664,909
% of share capital represented by the shares on which valid votes were cast		63.33%
Total number of valid votes		791,664,909
including votes:	for	466,330,065
	against	99,980,724
	abstaining	225,354,120

RESOLUTION No. 7/2016
of the Extraordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 February 2016

concerning dismissal of the composition of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Supervisory Board

Pursuant to Art. 385 §1 of the Commercial Companies Code the Extraordinary General Meeting resolves as follows:

§ 1.

Ms Zofia Dzik is dismissed as a member of the Bank's Supervisory Board.

§ 2.

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

Additional information concerning the Resolution:

Number of shares on which valid votes were cast		791,664,909
% of share capital represented by the shares on which valid votes were cast		63.33%
Total number of valid votes		791,664,909
including votes:	for	466,330,065
	against	297,440,724
	abstaining	27,894,120

**RESOLUTION No. 8/2016
of the Extraordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 February 2016**

on appointment to membership in PKO Bank Polski SA Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code, the Extraordinary General Meeting adopts the following:

§ 1.

Mr Mirosław Barszcz is hereby appointed as a member of the Supervisory Board.

§ 2.

The resolution shall come into force on the day of its adoption.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast		791,664,909
% of share capital represented by the shares on which valid votes were cast		63.33%
Total number of valid votes		791,664,909
including votes:	for	688,381,131
	against	94,389,657
	abstaining	8,894,121

**RESOLUTION No. 9/2016
of the Extraordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 February 2016**

on appointment to membership in PKO Bank Polski SA Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code, the Extraordinary General Meeting adopts the following:

§ 1.

Mr Adam Budnikowski is hereby appointed as a member of the Supervisory Board.

§ 2.

The resolution shall come into force on the day of its adoption.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast		791,664,909
% of share capital represented by the shares on which valid votes were cast		63.33%
Total number of valid votes		791,664,909
including votes:	for	471,918,132
	against	94,389,657
	abstaining	225,357,120

**RESOLUTION No. 11/2016
of the Extraordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 February 2016**

on appointment to membership in PKO Bank Polski SA Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code, the Extraordinary General Meeting adopts the following:

§ 1.

Mr Wojciech Jasiński is hereby appointed as a member of the Supervisory Board.

§ 2.

The resolution shall come into force on the day of its adoption.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast		791,664,909
% of share capital represented by the shares on which valid votes were cast		63.33%
Total number of valid votes		791,664,909
including votes:	for	466,330,065
	against	99,977,724
	abstaining	225,357,120

RESOLUTION No. 12/2016
of the Extraordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 February 2016

on appointment to membership in PKO Bank Polski SA Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code, the Extraordinary General Meeting adopts the following:

§ 1.

Mr Andrzej Kisielewicz is hereby appointed as a member of the Supervisory Board.

§ 2.

The resolution shall come into force on the day of its adoption.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast		791,664,909
% of share capital represented by the shares on which valid votes were cast		63.33%
Total number of valid votes		791,664,909
including votes:	for	578,381,131
	against	94,389,656
	abstaining	118,894,122

**RESOLUTION No. 13/2016
of the Extraordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 February 2016**

on appointment to membership in PKO Bank Polski SA Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code, the Extraordinary General Meeting adopts the following:

§ 1.

Mr Janusz Ostaszewski is hereby appointed as a member of the Supervisory Board.

§ 2.

The resolution shall come into force on the day of its adoption.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast		791,664,909
% of share capital represented by the shares on which valid votes were cast		63.33%
Total number of valid votes		791,664,909
including votes:	for	466,330,065
	against	94,389,657
	abstaining	230,945,187

**RESOLUTION No. 14/2016
of the Extraordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 February 2016**

on appointment to membership in PKO Bank Polski SA Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code, the Extraordinary General Meeting adopts the following:

§ 1.

Mr Piotr Sadownik is hereby appointed as a member of the Supervisory Board.

§ 2.

The resolution shall come into force on the day of its adoption.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast		791,664,909
% of share capital represented by the shares on which valid votes were cast		63.33%
Total number of valid votes		791,664,909
including votes:	for	466,330,065
	against	94,389,657
	abstaining	230,945,187

**RESOLUTION No. 15/2016
of the Extraordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 February 2016**

on appointment to membership in PKO Bank Polski SA Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code, the Extraordinary General Meeting adopts the following:

§ 1.

Ms Agnieszka Winnik - Kalemba is hereby appointed as a member of the Supervisory Board.

§ 2.

The resolution shall come into force on the day of its adoption.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast		791,664,909
% of share capital represented by the shares on which valid votes were cast		63.33%
Total number of valid votes		791,664,909
including votes:	for	466,330,065
	against	94,389,657
	abstaining	230,945,187

**RESOLUTION No. 16/2016
of the Extraordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 February 2016**

**on amendments to the Articles of Association of Powszechna Kasa Oszczędności
Bank Polski S.A.**

Acting pursuant to Article 430 § 1 of the Commercial Companies Code, the Extraordinary General Meeting hereby resolves as follows:

§ 1.

The Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall be amended as follows:

- 1) **sub-§ 15.1 point 8 of the Articles of Association**, which currently reads as follows:

“appointment and dismissal, at the motion of the President of the Management Board, by secret ballot, of Vice - Presidents and other members of the Management Board,”

shall receive the following wording:

“appointment and dismissal, by secret ballot of Vice - Presidents and other members of the Management Board,”

- 2) **sub-§ 19.4 of the Articles of Association**, which currently reads as follows:

“A member of the Management Board may be dismissed only for important reasons.”

this sub-§ 19.4 shall be deleted.

- 3) **sub-§ 23.1 point 4 of the Articles of Association**, which currently reads as follows:

“determine the assignment of the individual areas of the Bank’s operations to the members of the Management Board, subject to Clause 4,”

this sub-§ 23.1 point 4 shall be deleted.

- 4) **sub-§ 23.1 point 7 of the Articles of Association**, which currently reads as follows:

“present motions to the Supervisory Board for appointment and dismissal of the Vice-Presidents and other members of the Management Board,”

this sub-§ 23.1 point 7 shall be deleted.

5) sub-§ 23.3 of the Articles of Association, which currently reads as follows:

“During the absence of the President of the Management Board his or her duties shall be fulfilled by a member of the Management Board appointed by the President of the Management Board.”

shall receive the following wording:

“During the absence of the President of the Management Board his or her duties shall be fulfilled by a member of the Management Board with responsibility for the risk area. In the event of the absence of the President of the Management Board and the member of the Management Board with responsibility for the risk area, the duties of the President of the Management Board shall be fulfilled by the member of the Management Board appointed by the President of the Management Board. In the absence of such appointment, the duties of the President of the Management Board shall be fulfilled by the member of the Management Board who is first in alphabetical order by surname.”

§ 2.

The Supervisory Board is hereby authorised to prepare the uniform text of the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, that would take into account the changes referred to in § 1 of this resolution.

§ 3.

The resolution shall come into force on the day of its adoption.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast		791,664,909
% of share capital represented by the shares on which valid votes were cast		63.33%
Total number of valid votes		791,664,909
including votes:	for	766,554,455
	against	6,020,808
	abstaining	19,089,646