

**RESOLUTION No.    /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on the election of the Chairman of the Annual General Meeting**

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

**Rationale**

**to draft resolution on the election of the Chairman of the Annual 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 Section 2 of the PKO Bank Polski S.A. General Meeting's Rules and 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 Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No.    /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on approving PKO Bank Polski S.A. Directors' Report for the year 2016**

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

**§ 1.**

The PKO Bank Polski S.A. Directors' Report for the year 2016 is approved.

**§ 2.**

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

**Rationale**

**to the draft resolution on approving PKO Bank Polski S.A. Directors' Report for the year 2016**

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code, the annual 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 Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on approving the financial statements of PKO Bank Polski S.A. for the year ended 31 December 2016**

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

§ 1.

The Annual General Meeting approves the financial statements of PKO Bank Polski S.A. for the year ended 31 December 2016, composed of:

- 1) the profit and loss account for the period from 1 January 2016 to 31 December 2016, reporting a net profit in the amount of PLN 2 888.3 million;
- 2) statement of comprehensive income;
- 3) statement of financial position as of 31 December 2016, reporting assets and total liabilities and equity amounting to PLN 272 957.3 million;
- 4) statement of changes in equity;
- 5) statement of cash flow, showing a increase in net cash in the period between 1 January 2016 and 31 December 2016 by PLN 378.7 million.
- 6) notes to the financial statements.

§ 2.

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

## Rationale

**to the draft resolution on approving the financial statements of PKO Bank Polski S.A. for the year ended 31 December 2016**

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code, the annual 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 Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on approving the PKO Bank Polski S.A. Group Directors' Report for the year 2016**

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

**§ 1.**

The Annual General Meeting hereby approves the PKO Bank Polski S.A. Group Directors' Report for the year 2016.

**§ 2.**

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

**Rationale**

**to the draft resolution on approving the PKO Bank Polski S.A. Group Directors' Report for the year 2016**

Pursuant to Article 395 § 5 of the Commercial Companies Code, the annual general meeting shall examine and approve financial statements of the capital group within the meaning of the provisions on accounting and the other issues that mentioned in the § 2 of this article. Pursuant to Article 55 Section 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 should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on approving the consolidated financial statements of the PKO Bank Polski S.A. Group for the year ended 31 December 2016**

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

§ 1.

The Annual General Meeting approves the consolidated financial statements of the PKO Bank Polski S.A. Group for the year ended 31 December 2016, composed of:

- 1) consolidated profit and loss account for the period from 1 January 2016 to 31 December 2016, reporting a net profit in the amount of PLN 2 874 million;
- 2) consolidated total income statements;
- 3) consolidated statements of financial position as of 31 December 2016, reporting assets and total liabilities and equity amounting to PLN 285 572.7 million;
- 4) consolidated statements of changes in equity;
- 5) consolidated statements of cash flow, showing a increase in net cash in the period between 1 January 2016 and 31 December 2016 by PLN 701.6 million;
- 6) notes to the consolidated financial statements.

§ 2.

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

## Rationale

### **to the draft resolution on approving the consolidated financial statements of the PKO Bank Polski S.A. Group for the year ended 31 December 2016**

Pursuant to Article 395 § 5 of the Commercial Companies Code, the annual general meeting shall examine and approve financial statements of the capital group within the meaning of the provisions on accounting and the other issues that mentioned in the § 2 of this article.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on approving the report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for the year 2016**

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

**§ 1.**

The report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for the year 2016 is hereby approved.

**§ 2.**

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

**Rationale**

**to the draft resolution on approving the report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for the year 2016**

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. Pursuant to Article 395 § 5 of the Commercial Companies Code, the annual general meeting shall examine and approve financial statements of the capital group within the meaning of the provisions on accounting and the other issues that mentioned in the § 2 of this article.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on distribution of the profit earned by PKO Bank Polski S.A. in 2016**

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

§ 1.

The net profit of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of the period from 1 January 2016 till 31 December 2016 in an amount of PLN 2 888 300k will be appropriated in the following way:

- |   |             |
|---|-------------|
| 1) supplementary capital in the amount of PLN | 2 850 000k, |
| 2) reserve capital in an amount of PLN        | 38 300k.    |

§ 2.

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

## Rationale

### to the draft resolution on distribution of the profit earned by PKO Bank Polski S.A. in 2016

In compliance with the provisions of the Commercial Companies Code, distribution of net profit is the prerogative of the Annual General Meeting. Following the recommendation of the Polish Financial Supervision Authority concerning the expected level of the capital adequacy ratio, net profit of the Bank of the period from 1 January 2016 till 31 December 2016 in an amount of PLN 2 888 300k, is proposed to be appropriated in a manner specified in the draft resolution of the Annual General Meeting:

1. In the case of **supplementary capital** the proposed net profit amount to be allocated is **PLN 2 850 000k**, i.e. **98.67** per cent of the profit of the year 2016.

The high allocation to supplementary capital is justified by the primary role of that capital fund whenever a balance sheet loss occurs.

At profit distribution, according to the project of the resolution of the Annual General Meeting the supplementary capital would increase from an amount of PLN 24 268 100k to **PLN 27 118 100k**.

2. In the case of **reserve capital** the proposed net profit amount to be allocated is **PLN 38 300k**.

Inclusion of this item in the annual profit allocation is necessary as the regulations of the Bank's Articles of Association require PKO Bank Polski S.A. to make contributions to reserve capital out of profit of every respective financial year. In consideration of the fact that reserve capital serve to cover potential balance sheet losses (§ 30 section 2 of the Articles of Association), the proposed allocation would represent **1.33** per cent of net profit, because the value of other reserves of PKO Bank Polski S.A. is adequate form the standpoint of the purposes to which it can be appropriated.

At profit distribution, according to the project of the resolution of the Annual General Meeting, the reserve capital would increase from an amount of PLN 3 555 300k to **PLN 3 593 600k**.

Due to the above, this draft resolution is submitted for consideration of the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual 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 2016.

**§ 2.**

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 2016 to 31 December 2016, when Mr Zbigniew Jagiełło was a President of the Management Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

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

**§ 1.**

Mr Janusz Derda, Vice-President of the Management Board from 1 December 2016, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2016.

**§ 2.**

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 December 2016 to 31 December 2016, when Mr Janusz Derda was a Vice-President of the Management Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual 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 2016.

§ 2.

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 2016 to 31 December 2016, when Mr Bartosz Drabikowski was a Vice-President of the Management Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

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

§ 1.

Mr Maks Kraczkowski, Vice-President of the Management Board from 4 July 2016, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2016.

§ 2.

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 4 July 2016 to 31 December 2016, when Mr Maks Kraczkowski was a Vice-President of the Management Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

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

§ 1.

Mr Mieczysław Król, Vice-President of the Management Board from 6 June 2016, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2016.

§ 2.

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 2016 to 31 December 2016, when Mr Mieczysław Król was a Vice-President of the Management Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

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

§ 1.

Mr Piotr Mazur, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2016.

§ 2.

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 2016 to 31 December 2016, when Mr Piotr Mazur was a Vice-President of the Management Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual 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 2016.

**§ 2.**

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 2016 to 31 December 2016, when Mr Jakub Papierski was a Vice-President of the Management Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

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

§ 1.

Mr Jan Emaryk Rościszewski, Vice-President of the Management Board from 18 July 2016, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2016.

§ 2.

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 18 July 2016 to 31 December 2016, when Mr Jan Emaryk Rościszewski was a Vice-President of the Management Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

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

**§ 1.**

Mr Piotr Alicki, Vice-President of the Management Board till 30 October 2016, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2016.

**§ 2.**

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 2016 to 30 October 2016, when Mr Piotr Alicki was a Vice-President of the Management Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

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

§ 1.

Mr Jarosław Myjak, Vice-President of the Management Board till 22 March 2016, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2016.

§ 2.

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 2016 to 22 March 2016, when Mr Jarosław Myjak was a Vice-President of the Management Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

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

**§ 1.**

Mr Jacek Obłękowski, Vice-President of the Management Board till 21 March 2016, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2016.

**§ 2.**

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 2016 to 21 March 2016, when Mr Jacek Obłękowski was a Vice-President of the Management Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

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

§ 1.

Mr Piotr Sadownik, the Chairman of the Supervisory Board from 25 February 2016, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2016.

§ 2.

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 25 February 2016 to 31 December 2016, when Mr Piotr Sadownik was the Chairman of the Supervisory Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

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

**§ 1.**

Ms Grażyna Ciużyńska, the Vice - Chairman of the Supervisory Board from 30 June 2016, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2016.

**§ 2.**

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 30 June 2016 to 31 December 2016, when Ms Grażyna Ciużyńska was the Vice - Chairman of the Supervisory Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

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

§ 1.

Mr Zbigniew Hajłasz, Secretary of the Supervisory Board (member of the Supervisory Board from 30 June 2016), is hereby granted a vote of acceptance to confirm the discharge of his duties in 2016.

§ 2.

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 30 June 2016 to 31 December 2016, when Mr Zbigniew Hajłasz was a member of the Supervisory Board and additionally from 14 July 2016 the Secretary of the Supervisory Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

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

§ 1.

Mr Mirosław Barszcz, member of the Supervisory Board from 25 February 2016, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2016.

§ 2.

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 25 February 2016 to 31 December 2016, when Mr Mirosław Barszcz was a member of the Supervisory Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

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

§ 1.

Mr Adam Budnikowski, member of the Supervisory Board from 25 February 2016, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2016.

§ 2.

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 25 February 2016 to 31 December 2016, when Mr Adam Budnikowski was a member of the Supervisory Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

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

§ 1.

Mr Wojciech Jasiński, member of the Supervisory Board from 25 February 2016, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2016.

§ 2.

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 25 February 2016 to 31 December 2016, when Mr Wojciech Jasiński was a member of the Supervisory Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

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

**§ 1.**

Mr Andrzej Kisielewicz, member of the Supervisory Board from 25 February 2016, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2016.

**§ 2.**

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 25 February 2016 to 31 December 2016, when Mr Andrzej Kisielewicz was a member of the Supervisory Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

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

**§ 1.**

Ms Elżbieta Mączyńska-Ziemacka, member of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2016.

**§ 2.**

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 2016 to 31 December 2016, when Ms Elżbieta Mączyńska-Ziemacka was a member of the Supervisory Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

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

§ 1.

Mr Janusz Ostaszewski, member of the Supervisory Board from 25 February 2016, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2016.

§ 2.

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 25 February 2016 to 31 December 2016, when Mr Janusz Ostaszewski was a member of the Supervisory Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

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

§ 1.

Mr Jerzy Góra, the Chairman of the Supervisory Board till 25 February 2016, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2016.

§ 2.

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 2016 to 25 February 2016, when Mr Jerzy Góra was the Chairman of the Supervisory Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

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

§ 1.

Mr Mirosław Czekaj, Vice- Chairman of the Supervisory Board till 25 February 2016, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2016.

§ 2.

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 2016 to 25 February 2016, when Mr Mirosław Czekaj was the Vice- Chairman of the Supervisory Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

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

**§ 1.**

Mr Piotr Marczak, member of the Supervisory Board till 25 February 2016, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2016.

**§ 2.**

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 2016 to 25 February 2016, when Mr Piotr Marczak was a member of the Supervisory Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

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

**§ 1.**

Mr Marek Mroczkowski, member of the Supervisory Board till 25 February 2016, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2016.

**§ 2.**

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 2016 to 25 February 2016, when Mr Marek Mroczkowski was a member of the Supervisory Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

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

**§ 1.**

Mr Krzysztof Kilian, member of the Supervisory Board till 25 February 2016 is hereby granted a vote of acceptance to confirm the discharge of his duties in 2016.

**§ 2.**

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 2016 to 25 February 2016, when Mr Krzysztof Kilian was a member of the Supervisory Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

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

**§ 1.**

Ms Zofia Dzik, member of the Supervisory Board till 25 February 2016, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2016.

**§ 2.**

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 2016 to 25 February 2016, when Ms Zofia Dzik was a member of the Supervisory Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

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

**§ 1.**

Ms Małgorzata Dec-Kruczkowska, Secretary of the Supervisory Board till 30 June 2016, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2016.

**§ 2.**

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 2016 to 30 June 2016, when Ms Małgorzata Dec-Kruczkowska was the Secretary of the Supervisory Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

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

§ 1.

Ms Agnieszka Winnik - Kalemba, Vice - Chairman of the Supervisory Board from 25 February 2016 till 30 June 2016, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2016.

§ 2.

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

**Rationale**

**to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2016**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual 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 25 February 2016 to 30 June 2016, when Ms Agnieszka Winnik - Kalemba was the Vice- Chairman of the Supervisory Board.

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

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No.    /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

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

Acting pursuant to Art. 22.2 of the Banking Law of 29 August 1997, the Annual General Meeting, having assessed the candidate's compliance with requirements referred to in Art. 22aa of the Banking Law of 29 August 1997, adopts the following resolution:

**§ 1.**

..... is appointed to the Supervisory Board for another joint term of the Supervisory Board starting at the end of the current term of the Supervisory Board.

**§ 2.**

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

**Rationale**

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

Pursuant to Art. 22.2 of the Banking Law of 29 August 1997, the general meeting appoints and dismisses members of the supervisory board. The current joint term of the Supervisory Board lasts until 26 June 2017.

In relation to the above, a draft of this resolution was presented during the session of the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2017  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 22 June 2017**

**with respect to amendments in the Articles of Association of Powszechna Kasa  
Oszczędności Bank Polski Spółka Akcyjna**

Acting pursuant to Art. 430 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following resolution:

§ 1.

The following amendments are introduced to the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna:

1) § 4.2.16 of the Bank's Articles of Association shall have the following content:

“16) provision of trust services and issue of electronic identification means within the meaning of provisions on trust services,”.

§ 2.

The Supervisory Board shall be entitled to prepare uniform text of the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna taking into account the amendments referred to in § 1 of this resolution.

§ 3.

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

**Rationale**  
**to the draft resolution on amendments in the Articles of Association of**  
**Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

Amendment of § 4.2.16 of the Bank's Articles of Association is intended to make the hitherto content adjusted to the amended Art. 6.1.6a of the Banking Law.

The amendment requires approval of the Polish Financial Supervision Authority. This rationale is accompanied by the current content of the Bank's Articles of Association with the designed amendment that has been properly marked.

The resolution has received the approval of the Supervisory Board.