

Appendix to the rationale to the resolution of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna concerning the adoption of the Rules and Regulations of the General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna – the General Meeting Rules and Regulations with highlighted proposed amendments in relation to the currently applicable wording of the General Meeting Rules and Regulations



Bank Polski

**RULES AND REGULATIONS OF THE GENERAL MEETING OF
POWSZECHNA KASA OSZCZĘDNOŚCI BANK POLSKI SPÓŁKA AKCYJNA**

§ 1

1. The General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna (hereinafter the "Bank") with its registered office in Warsaw shall be held as an ordinary or extraordinary meeting according to the rules specified in these Regulations and the provisions of the Commercial Companies Code and the Statute of the Bank.
2. The General Meeting shall be convened and prepared in accordance with the provisions of the Commercial Companies Code, the Statute of the Bank and these Regulations.
3. The General Meeting can only be called off in the event of the existence of extraordinary obstacles or the obvious irrelevance of holding it, according to the procedure provided for convening it. A General Meeting on whose agenda specific items have been placed at the request of authorised entities, or which has been convened at such a request, can only be called off with the consent of the proposers.
4. The date of the General Meeting shall be changed according to the procedure envisaged for convening it. Item 3 above shall apply as appropriate. The General Meeting should be called off, or its date changed, immediately after the occurrence of a circumstance legitimising this, but not later than seven days before the day of the General Meeting. If the General Meeting cannot be called off, or its date changed, in the time period specified in the previous sentence, the General Meeting should be held, unless the circumstances make this impossible or extremely difficult, in which case the General Meeting can be called off, or its date changed, at any time before the designated date.
5. The announcement on calling off the General Meeting or changing its date shall contain information on the reasons for calling it off or changing its date.

§ 2

1. In accordance with Article 406¹ of the Commercial Companies Code, persons who are shareholders of the bank sixteen days prior to the date of the General Meeting (i.e. the date of registration of participation in the General Meeting), are entitled to participate in the General Meeting.
2. Persons who are authorised by registered shares and temporary certificates and lienors and users of shares who are entitled to vote have the right to participate in the General Meeting if they are entered in the shareholders register on the date of registration of participation in the General Meeting.
3. In order to participate in the General Meeting, persons who are entitled to do so as holders of dematerialised bearer shares are entitled to request the entity that maintains their securities account to issue a personal certificate of their right to participate in the General Meeting. The request should be presented no earlier than after the General Meeting has been convened and no later than on the first working day after the date of registration of participation in the General Meeting.
4. The list of persons who are entitled to participate in the General Meeting is drawn up by employees of the Bank on the basis of a list prepared by the entity that maintains the security depository and the state of affairs shown by the

Bank's share register on the date of registration of participation in the General Meeting.

5. The list referred to in item 4 contains the surnames and forenames (or the business names) of entitled persons, their place of residence (or registered office), the number, nature and issue numbers of shares and the number of votes they bear.
6. If the voting rights associated with a share are vested in a lienor or user of the share, at the request of the person entitled to vote this circumstance is noted on the list of shareholders.
7. The list of shareholders entitled to participate in the General Meeting referred to in item 4 shall be signed by the Management Board of the Bank.
8. The list referred to in item 7 shall be displayed at the premises of the Management Board of the Bank for three working days before the General Meeting is held.
9. A shareholder of the Bank who has submitted an e-mail address to which the list should be sent may demand that the list of shareholders entitled to participate in the General Meeting be sent to him free of charge by e-mail.

§ 3

1. The Members of the Management Board and Supervisory Board of the Bank should participate in the General Meeting.
2. The Bank's auditor should be present at the General Meeting if the Bank's financial statements are included on the agenda of the General Meeting.
3. Persons whose presence is deemed to be necessary by the Bank's Supervisory Board or Management Board may also participate in the General Meeting.
4. The Chairman of the General Meeting may consent to the presence of persons other than those specified in items 1-3.
5. The absence of a member of the Bank's Management Board or the Bank's Supervisory Board from the General Meeting requires an explanation of the reasons for the absence. This explanation should be presented to the General Meeting.

§ 4

1. A shareholder who is a natural person may participate in the General Meeting and may exercise his voting rights in person or by proxy.
2. A shareholder who is not a natural person may participate in the General Meeting and may exercise its voting rights through a person who is authorised to make declarations of will in its name by proxy.
3. A power of attorney should be given in written form and attached to the minutes of the General Meeting or be granted in electronic form, otherwise remaining null and void.

4. A proxy can represent more than one shareholder and vote differently for each shareholder.
5. The Bank must be notified electronically that a power of attorney is being granted electronically in the form of e-mail information in the manner described and sent to the address submitted in the announcement to convene the General Meeting, making every effort to ensure that the validity of the power of attorney can be verified effectively.
6. The Bank shall take appropriate action to identify the shareholder and proxy in order to verify the validity of the power of attorney granted electronically. This verification may involve a return question sent electronically or by phone to the shareholder and proxy in order to confirm the fact that the power of attorney has been granted. The announcement on convening the General Meeting shall contain detailed rules for notifying the Bank that a power of attorney has been granted and a description of the manner of verifying the validity of the power of attorney granted electronically.
7. The right to represent a shareholder that is not a natural person should arise from the original or a copy of: an extract from the relevant register which can be presented together with the power of attorney or a series of powers of attorney. These documents should be presented when drawing up the attendance list or be sent electronically by the day preceding the day on which the General Meeting is to be held to the e-mail address stated in the announcement to convene the General Meeting.
8. A person or persons granting a power of attorney on behalf of a shareholder who is not a natural person should appear in a current extract from the register that is relevant for the shareholder in question.
9. A member of the Bank's Management Board or an employee of the Bank may be a shareholder's representative at the General Meeting.
10. If a proxy at the General Meeting is a member of the Bank's Management Board, a member of the Bank's Supervisory Board, a receiver, a Bank employee or a member of the bodies or an employee of a company or a cooperative which is a subsidiary of the Bank, the power of attorney can only grant authorisation for representation at one General Meeting. The proxy is obliged to disclose to a shareholder any circumstances indicating the existence or the possibility of occurrence of a conflict of interests. Granting a further power of attorney is not permitted. Such a proxy shall vote in accordance with the instructions provided by the shareholder.

§ 5

1. On the basis of the list of shareholders entitled to participate in the General Meeting as referred to in § 2 item 7, an attendance list is drawn up in accordance with the following procedure:
 - 1) checking that the shareholder is included in the list of shareholders entitled to participate in the General Meeting,
 - 2) checking the identity of the shareholder, the person representing the shareholder or the shareholder's proxy on the basis of an identity card or passport,

- 3) checking and adding to the attendance list the powers of attorney of persons who represent shareholders and information about granting of powers of attorney in electronic form,
 - 4) signing the attendance list by the shareholder or the shareholder's representative.
2. The attendance list, which is signed by the Chairman of the General Meeting prior to its being displayed in accordance with item 3, contains a list of participants in the General Meeting together with a specification of the number of shares which each of them represents and the number of votes to which they are entitled.
3. The attendance list is displayed throughout the duration of the General Meeting.
4. Persons drawing up the attendance list are obliged to update the list on an ongoing basis by entering new arrivals after the list has been prepared and entering the time of shareholders' arrivals to the list.

§ 6

1. The General Meeting is opened by the Chairman or Vice Chairman of the Bank's Supervisory Board. In their absence, the General Meeting is opened by the President of the Bank's Management Board or by a person designated by the Bank's Management Board.
2. 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.
3. The person opening the General Meeting only conducts the election of the Chairman of the General Meeting. Any other matters, including points of order and formal motions, may be considered by the General Meeting after the election of the Chairman of the General Meeting.
4. A person authorised to participate in the General Meeting may be the Chairman of the General Meeting. The General Meeting elects the Chairman of the General Meeting from among the candidates proposed by participants in the General Meeting.
5. A candidate for the position of Chairman of the General Meeting adds to the minutes a declaration that he consents to be a candidate.
6. If more than one candidate is proposed, the person opening the General Meeting draws up a list of candidates on which the forenames and surnames of the candidates are entered after they have made the declaration referred to in item 5.
7. The election of the Chairman of the General Meeting in the circumstances referred to in item 6 takes place by voting for each candidate separately in alphabetical order.
8. The candidate who receives the largest number of validly given votes becomes the Chairman of the General Meeting. If several candidates obtain the same number of votes, the vote is repeated.
9. The election of the Chairman of the General Meeting takes place by an ordinary majority of votes.

§ 7

1. The Chairman of the General Meeting directs its proceedings, makes decisions on procedural matters and on points of order and is empowered to interpret these Regulations.
2. The functions of the Chairman of the General Meeting include assuring the proper course of proceedings in accordance with the established agenda and these Regulations and with respect for the rights and interests of all shareholders, calling upon speakers, accepting motions and draft resolutions, submitting these to discussion, calling and conducting votes and confirming that all items on the agenda have been exhausted.
3. The Chairman of the General Meeting signs the minutes of the General Meeting as soon as they have been developed by a civil law notary.
4. ~~A~~ Short technical breaks in proceedings which ~~does~~ not constitute adjournment of proceedings, ~~decided on~~ called by the Chairman of the General Meeting in reasonable circumstances, may not be aimed at making it difficult for shareholders to exercise their rights.
5. Voting on points of order may only concern questions that are related to the conduct of the agenda of the General Meeting. Draft resolutions which could affect shareholders exercising their rights and which are put forward during the General Meeting are not voted on as draft resolutions.
6. The Chairman of the General Meeting calls voting on points of order prior to voting on matters of substance.

§ 8

1. The Chairman of the General Meeting presents the agenda for the proceedings and proposes its confirmation by the General Meeting. In the absence of objections, it is deemed that the General Meeting has confirmed the agenda.
2. The General Meeting may adopt a resolution:
 - 1) on not examining a matter included in the agenda,
 - 2) on changing the order in which particular matters are considered
 - 2)3) on calling a break in proceedings.
3. The Chairman of the General Meeting does not hold the right, without the consent of the General Meeting, which is referred to in item 2, to delete or to change the order of items included on the agenda.
4. Breaks in the General Meeting may only take place in special situations, each time specified in the explanatory statements to the resolution on calling a break, developed in accordance with the grounds put forward by a shareholder requesting a break.
4. A General Meeting Resolution on calling a break in proceedings clearly determines the day the date for resuming the meeting. All the breaks may not last longer than thirty days.

§ 9

1. In the course of proceedings the General Meeting may appoint:
 - 1) a commission to examine the attendance list,
 - 2) a Returning Commission, and
 - 3) a Resolutions and Motions Commission.
2. The Commissions referred to in item 1:
 - 1) have no fewer than three members,
 - 2) elect a chairman from among their members, and
 - 3) draw up minutes of their activities and present them to the Chairman of the General Meeting.

§ 10

1. A Returning Commission is appointed only if for technical reasons no voting can be conducted by using a computer system for voting and counting votes.
2. The task of the Returning Commission is to watch over the proper conduct of voting, to draw up the results of voting, to establish the results of voting and to pass the results of voting to the Chairman of the General Meeting.

§ 11

1. A Resolutions and Motions Commission is appointed on a proposal from a shareholder.
2. The Resolutions and Motions Commission performs functions related to the preparation of drafts of resolutions and motions and in particular prepares, from a formal point of view, drafts of resolutions and motions and presents them to the Chairman of the General Meeting.
3. The Resolutions and Motions Commission also prepares proposals for amendments or additions to draft resolutions that are put forward by shareholders in accordance with § 14 item 2.

§12

A commission to examine the attendance list is appointed on the proposal of shareholders who hold one tenth of the share capital represented at the General Meeting. The shareholders proposing its appointment are entitled to choose one member of the commission.

§ 13

1. After presentation of each item included on the agenda, the Chairman of the General Meeting opens the discussion and calls upon speakers in the same order as they present themselves as wishing to speak.
2. Speakers may speak only about matters included on the agenda and on the item of the agenda that is currently under discussion.
3. Each shareholder is entitled to speak once and to make one reply in discussion on each item of the agenda.
4. The length of speeches and replies, subject to the reservation of item 5, amounts to:
 - 1) five minutes for speeches, and
 - 2) three minutes for replies.
5. The length of speeches and replies in matters relating to elections amounts to:
 - 1) three minutes for speeches, and
 - 2) one minute for replies.
6. In particularly reasoned circumstances, the Chairman of the General Meeting may extend the time of a shareholder's speeches or replies.
7. Shareholders hold the right, through the Chairman of the General Meeting, to ask question to the persons referred to in § 3 items 1-2.
8. The Chairman of the General Meeting may reprimand a speaker who deviates from the subject under discussion, exceeds the time allocated to him or speaks in an unacceptable manner.
9. A speaker who fails to comply with his reprimand or speaks in a manner that does not comply with these Regulations may be forbidden to speak by the Chairman of the General Meeting.
10. The Chairman of the General Meeting orders to close discussion.

§ 14

1. ~~Under the Commercial Companies Code A-a~~ shareholder or shareholders who are entitled to do so ~~on the basis of Article 401 of the Commercial Companies Code have the right~~ may, prior to the General Meeting, to lodge with the Bank in writing or by electronic means of communication ~~mail~~ drafts ~~of~~ resolutions relating to matters included in the agenda for the General Meeting or matters which may be added to the agenda. ~~The Bank publishes draft resolutions without undue delay on its Internet site.~~
2. During the proceedings of the General Meeting, shareholders ~~hold~~ have the right to put forward draft resolutions included on the agenda for the General Meeting to the Chairman of the General Meeting and to propose amendments or additions to those draft resolutions ~~that are included in the agenda for the proceedings of the General Meeting.~~
3. Along with the draft resolution submitted under items 1 or 2 a shareholder or shareholders shall present the explanatory statement. Failing such explanatory statement, respectively the Management Board or the Chairman of the General Meeting requests the shareholder or shareholders to present the explanatory statement to the proposed resolution. ~~The proposals referred to in item 2 should be prepared in writing separately for each draft resolution and should contain:~~

- ~~1) the forename and surname or the name of the shareholder, and~~
- ~~2) a short justification.~~
- ~~4. The proposals referred to in item 2 are given to the Chairman of the General Meeting.~~
- 5.4. The draft resolutions and proposals for ~~resolutions and for~~ amendments or additions thereof referred to in item 2 are put to a vote after being presented to the General Meeting by the Chairman of the General Meeting.
- 6.5. If, in a single matter, draft resolutions proposals are put forward that are of differing extent, voting takes place first on the most far-reaching proposals.

§ 15

1. In the course of discussion, shareholders may propose closure of the list of speakers and closing discussion of the agenda item under discussion.
2. Motions as referred to in item 1 are put to a vote by the Chairman of the General Meeting.
3. After announcement by the Chairman of the General Meeting of closure of the list of speakers, new speakers may not be added to the list, and after announcement of closing the discussion, participants in the General Meeting may not speak nor lodge proposals as referred to in § 14 item 2.

§ 16

1. The General Meeting adopts resolutions by open voting, subject to the reservations of the provisions of item 2.
2. Voting by secret ballot takes place in the case of:
 - 1) elections,
 - 2) motions for the dismissal of members of the Bank's bodies or of receivers,
 - 3) motions to call members of the Bank's bodies or receivers to account,
 - 4) personal matters,
 - 5) a request by one or more shareholders present or represented at the General Meeting, and
 - 6) other circumstances as specified in generally applicable provisions of the law.

§ 17

1. Voting takes place with the use of a computer system for voting and for counting votes in a way that makes it possible to count the number of votes in favour of a motion, against a motion and the number of abstentions. In a secret ballot, this

system ensures that it is impossible to identify how individual shareholders voted.

2. Before voting takes place, a representative of the entity responsible for the computer system of casting and counting votes shall give brief instructions concerning the technical aspects of voting. The instructions concerning the technique of casting votes also include a reminder about cases in which votes will be invalid.
3. In cases where, for technical reasons, voting cannot be held by using the computer system of casting and counting votes, the Chairman of the General Meeting shall announce ~~an adjournment~~ a technical break in the deliberations until the computer system of casting and counting votes has recovered or shall announce that voting is to take place in a traditional manner, i.e. by a show of hands or in some other manner, which includes ensuring secrecy if a vote according to such a procedure is ordered. Such a vote shall be held with taking the provisions of § 10 into account.
4. A participant in the General Meeting who leaves the discussion room during the deliberations of the General Meeting should de-register his voting card, and re-register after returning to the discussion room.
5. If holding elections is the subject of the voting, votes cast by a participant in the General Meeting for a greater number of candidates than there are places to be filled as a result of the elections shall not be valid.

§ 18

1. Resolutions of the General Meeting are adopted, depending on their subject, by the majority of votes required by the provisions of the Bank's Statute, the Commercial Companies Code and other generally applicable provisions of law.
2. A shareholder may not, either in person or by proxy, vote on resolutions that relate to his liabilities towards the Bank on any grounds, including the granting of a discharge from liability, his being absolved of liabilities to the Bank or a dispute between him and the Bank.
3. A shareholder may vote as proxy of another person on the adoption of resolutions relating to him as referred to in item 2. The provisions of § 4 item 10 apply as appropriate.

§ 19

1. A participant in the General Meeting may raise an objection to a resolution in the minutes until such time as the agenda item concerning which a vote on that resolution is being held is closed.
2. A participant in the General Meeting may provide a brief explanation of the objection raised.

§ 20

1. Removing from the agenda or not considering a matter placed on the agenda at the request of shareholders requires a resolution of the General Meeting, adopted by a majority of three quarters of the votes, after consent has first been granted by all shareholders present at the General Meeting who requested that the matter be placed on the agenda.
2. A resolution that an item included in the agenda should not be considered may be adopted if there are important and substantial grounds for doing so.
3. A motion on a matter as identified in item 1 should be justified in detail.
4. Resolutions on matters that are not included in the agenda for the proceedings of the General Meeting may not be adopted unless the entirety of share capital is represented and no one among those present objects to the adoption of the resolution.

§ 21

The number of members of the Bank's Supervisory Board in a given term of office is determined in accordance with § 11 of the Bank's Statute.

§ 22

1. At the General Meeting, shareholders nominate candidates for membership of the Bank's Supervisory Board by communicating with the Chairman of the General Meeting in writing or orally in accordance with the Bank's Statute.
2. Apart from at the General Meeting, shareholders may nominate candidates for membership of the Bank's Supervisory Board in writing by delivering nominations to the Bank's Management Board.
3. Where nominating a candidate for membership of the Bank's Supervisory Board, a shareholder should explain the nomination in detail, ~~in particular by~~ and provide the following documents:
 1. biographic resume of the candidate;
 2. written consent of the candidate to stand for membership of the Bank's Supervisory Board;
 3. written statement of the candidate of compliance with the requirements laid down in the Act of 29 August 1997 Banking Law for membership of the Bank's Supervisory Board;
 4. written statement of the candidate of compliance or non-compliance with the criteria of independence within the meaning of the corporate governance rules adopted by the Supervisory Board of the Stock Exchange in Warsaw S.A

~~3. ing information on the education and professional experience of the candidate.~~

4. In the case of elections to the Bank's Supervisory Board by voting in separate groups, the relevant provisions of the Commercial Companies Code apply.

§ 23

1. On the basis of nominations received in accordance with § 22, the Chairman of the General Meeting makes a list of candidates for membership of the Bank's Supervisory Board.
2. From the time the Chairman of the General Meeting announces the list of candidates, that list is considered to be closed.
3. If the number of candidates on the list drawn up in accordance with item 1 is equal to the number determined in accordance with § 11 of the Bank's Statute, voting for candidates from the list takes place, at the initiative of the Chairman of the General Meeting, by a single resolution, unless any shareholder is opposed to this.
4. If the number of candidates on the list drawn up in accordance with item 1 exceeds the number determined in accordance with § 11 of the Bank's Statute, voting for each of the candidates takes place separately, in alphabetical order according to the candidates' surnames.

§ 24

1. Members of the Bank's Management Board and the Bank's auditor, within the limits of their competences and to the extent necessary to settle matters that are discussed by the General Meeting, are required to give shareholders answers to questions relating to information about the Bank if this is justified for evaluation of an item on the agenda.
2. An answer is considered to have been given if the relevant information is available on the Bank's Internet site in the place allocated for questions by shareholders and answers to them.
3. Members of the Bank's Management Board will refuse to provide the information referred to in item 1 if this could cause damage to the Bank, to a company related to the Bank or to its subsidiary, in particular by revealing the enterprise's technical, commercial or organisational secrets. A member of the Bank's Management Board may refuse to provide information if the provision of information could become grounds for his criminal, civil or administrative liability.
4. If there are important reasons for doing so, the Bank's Management Board may provide a shareholder with information in writing no later than two weeks after the posing of a request for information during the General Meeting.
5. The Bank's Management Board provides answers to shareholders' questions in accordance with the provisions of this paragraph, taking into account the fact that the Bank, as a public company, is subject to particular discipline regarding

information and meets its obligations regarding information in the manner prescribed by the provisions of the law and that the provision of a range of information may not occur in a manner other than that prescribed by the provisions of law.

6. In the documents presented to the next General Meeting, the Bank's Management Board reveals in writing information given to a shareholder outside the General Meeting together with the date on which it was provided and the identity of the person to whom the information was given. Information presented to the next General Meeting need not include information that has been made public or provided during the General Meeting.

§ 25

- ~~1. A demand for convening a General Meeting and for specific items to be placed on its agenda made by entities that are entitled to do so in accordance with the provisions of the Commercial Companies Code should be delivered to the Bank's Management Board in writing or by e-mail. Such a demand should be justified.~~
- ~~2.1.~~ Draft resolutions proposed by the Bank's Management Board for adoption by the General Meeting, together with ~~a justification~~explanatory notes and ~~materials~~opinion of the Bank's Supervisory Board, and ~~the full text of the documents~~ to be presented to the General Meeting, shall be included on the Bank's website in a time period enabling them to be studied and evaluated.
- ~~2.~~ The Bank shall make draft resolutions, submitted by an authorised shareholder or shareholders in accordance with the provisions of the Commercial Companies Code before the date of the General Meeting along with the explanatory statement received, available on the Bank's website as soon as it receives them.
3. The issues submitted to the General Meeting shall be reviewed by the Supervisory Board in accordance with the Rules and Regulations of the Supervisory Board. The Bank on its website publishes information on the opinion of the Supervisory Board, along with other information, to be presented to the General Meeting.

§ 26

After exhausting of the items on the agenda and any points of order put forward, the Chairman of the General Meeting announces the closing of proceedings.

§ 27

1. Amendments to these Regulations require adoption of a resolution by the General Meeting in open voting by an absolute majority of votes.

2. Amended provisions of these Regulations shall come into force starting from the deliberations of the General Meeting convened after the General Meeting which approved the amendment, or at another date specified in the resolution concerning such amendment of these Regulations.