

**Announcement of the Management Board of Powszechna Kasa Oszczędności Bank Polski Spółka  
Akcyjna on convening the Annual General Meeting**

Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna with its registered office in Warsaw, ul. Puławska 15, 02-515 Warsaw, registered in the register of entrepreneurs of the National Court Register by the District Court for the Capital City of Warsaw in Warsaw, 13th Commercial Division of the National Court Register under No. KRS 0000026438; tax identification No. NIP: 525-000-77-38, with a share capital (fully paid up) of PLN 1,250,000,000.

**Date, hour and venue of the general meeting; detailed agenda**

Acting pursuant to Article 399 § 1 in conjunction with Article 395 § 1 of the Commercial Companies Code of the Commercial Companies Code, the Management Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna ("PKO Bank Polski S.A." or the "Bank") convenes the Annual General Meeting of the Bank ("Annual General Meeting") that will be held at St. Puławska 15 in Warsaw on **12 May 2022** at 10:00 am with the following agenda:

- 1) opening the Annual General Meeting,
- 2) electing the Chairman of the Annual General Meeting,
- 3) acknowledging that the Annual General Meeting has been correctly convened and has the authority to adopt binding resolutions,
- 4) adopting an agenda,
- 5) consideration of the Financial Statements of PKO Bank Polski S.A. for the year ended 31 December 2021 and the proposals of the Management Board to retain the undistributed profit of PKO Bank Polski S.A. from previous years as undistributed profit and to distribute the profit of PKO Bank Polski S.A. for 2021;
- 6) consideration of the Directors' Report of the PKO Bank Polski S.A. Group for 2021, prepared jointly with the Directors' Report of PKO Bank Polski S.A., together with the Directors' report on representation expenses, as well as expenses for legal, marketing, public relations and social communication services and management consulting services for 2021, as well as the Consolidated Financial Statements of the PKO Bank Polski S.A. Group for the year ended 31 December 2021;
- 7) consideration of the Report of the Supervisory Board of PKO Bank Polski S.A. for 2021;
- 8) the Supervisory Board's presentation of: the assessment of the functioning of the remuneration policy in PKO Bank Polski S.A., opinion on PKO Bank Polski S.A.'s application of the "Corporate governance rules for supervised institutions";
- 9) adopting resolutions on:
  - a) approving the Financial Statements of PKO Bank Polski S.A. for the year ended 31 December 2021;

- b) approving the Directors' Report of the PKO Bank Polski S.A. Group for 2021, prepared jointly with the Directors' Report of PKO Bank Polski S.A., together with the Directors' report on representation expenses, as well as expenses for legal, marketing, public relations and social communication services and management consulting services for 2021;
  - c) approving the Consolidated Financial Statements of the PKO Bank Polski S.A. Group for the year ended 31 December 2021;
  - d) approving the Report of the Supervisory Board of PKO Bank Polski S.A. for the year 2021;
  - e) retaining the undistributed profit of PKO Bank Polski S.A. from previous years, as undistributed profit;
  - f) distributing the profit earned by PKO Bank Polski S.A. in 2021;
  - g) defining the amount of dividend per each share, dividend day and the day of its payment;
- 10) adopting resolutions on expressing an opinion regarding the "Report on the remuneration of the members of the Management Board and the Supervisory Board of PKO Bank Polski S.A. for the year 2021";
  - 11) adopting resolutions on acknowledgement of the fulfilment of duties by the members of the Management Board for 2021;
  - 12) adopting resolutions on acknowledgement of the fulfilment of duties by the members of the Supervisory Board for 2021;
  - 13) adopting the resolution on amending the Resolution No. 35/2020 of Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 26 August 2020 on adopting the Remuneration policy for the members of the Supervisory Board and the Management Board;
  - 14) adopting the resolution on amending the Resolution No. 34/2020 of Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 26 August 2020 on approving the Policy concerning the assessment of the suitability of candidates for members and the members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A. (as amended);
  - 15) adopting the resolution on the assessment of the adequacy of the internal regulations concerning the functioning of the Supervisory Board of PKO Bank Polski S.A. and the effectiveness of its operations;
  - 16) adopting the resolution on the amendments to the Articles of the Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna;
  - 17) adopting the resolution on the approval of the Rules and Regulations of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna;
  - 18) adopting the resolution on the adoption of the Rules of Procedure of the General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna;
  - 19) adopting the resolution on granting consent to the Bank's acquisition of its own shares, defining the rules of acquiring own shares, creating a reserve capital (fund) intended for the acquisition of own shares and separating a part of the amount accumulated in the supplementary capital and transferring it to the reserve capital (fund) intended for the acquisition of own shares;

- 20) adopting the resolutions on the periodic assessment of the individual suitability of members of the Supervisory Board of PKO Bank Polski S.A.;
- 21) adopting the resolution on the assessment of the collective suitability of the Supervisory Board of PKO Bank Polski S.A.;
- 22) closing the meeting.

### **Shareholders' right to request that certain matters be placed on the agenda of the Annual General Meeting**

A shareholder or shareholders representing no less than one-twentieth of the share capital of the Bank may request adding new items to the agenda of the Annual General Meeting.

Such requests should be submitted to the Management Board of the Bank no later than **21 (twenty one)** days prior to the scheduled date of the meeting.

The request should be delivered with the draft resolution concerning an indicated point of the agenda with its justification. Failing such justification to the request, the Management Board requests the shareholder or shareholders to present the justification to the proposed resolution.

The requests may be submitted in writing (that is delivered personally, upon confirmation of receipt, or sent to the Bank with a confirmation of dispatch and confirmation of receipt requested) to the following address: Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna with its registered office in Warsaw, ul. Puławska 15, 02-515 Warsaw (with the note "Investor Relation Office"), or by electronic mail to the e-mail address [wza@pkobp.pl](mailto:wza@pkobp.pl). The proof that the above-mentioned request was submitted in due time will be the date of its receipt by the Bank or, if sent by e-mail, on the date of delivery of the relevant e-mail to the Bank's electronic mail system (e-mail server). The requests should be made on duly completed and signed forms downloaded from the Bank's web page. If a request is to be sent by e-mail, the form and all attached documents should be attached to the e-mail in the PDF format.

A shareholder or shareholders who request adding items to the agenda of the meeting should deliver, together with the request, documents confirming their identity and the authority to request adding items to the agenda of the Annual General Meeting, in particular:

- 1) a deposit certificate or a certificate of right to participate in the Annual General Meeting issued by an entity keeping a securities account pursuant to the regulations on trading in financial instruments, confirming that the certificate holder is a shareholder of the Bank and on the date of making the request he holds an adequate number of shares,
- 2) in case of a shareholder being a natural person - a copy (scan) of the document confirming the identity of the shareholder or shareholders making the request (i.e. an ID card or other document

allowing the identification of the shareholder or shareholders), which can be anonymized in accordance with the template attached to this announcement,

- 3) in case of a shareholder other than a natural person – a current extract from the relevant register or other documents confirming the authorization to represent the shareholder.

The obligation to attach the above-mentioned documents concerns the shareholders making requests either in writing or by e-mail. The documents should be attached in a form appropriate for the form of the request (as hard copies or scans converted to PDF).

If it is a proxy acting on behalf of a shareholder or shareholders who submits a request for placement of certain matters on the meeting agenda, then along with that request, the proxy is required to present in the manner specified above documents confirming his/her authorisation to act on behalf of the shareholder or shareholders.

The Bank may take such actions as will be necessary to identify the shareholder or shareholders and verify the validity of the shareholder's or shareholders' right to above-mentioned request.

The Management Board of the Bank shall promptly, and in no event later than **eighteen days prior** to the scheduled date of the Annual General Meeting, announce changes to the agenda implemented at the request of a shareholder or shareholders. The new amended agenda will be published on the Bank's web site [www.pkobp.pl/investor-relations](http://www.pkobp.pl/investor-relations).

### **Shareholders' right to submit draft resolutions**

Before the date of the Annual General Meeting a shareholder or shareholders representing no less than one-twentieth of the share capital of the Bank may submit to the Bank in writing (that is deliver personally, upon confirmation of receipt, or send to the Bank with a confirmation of dispatch and confirmation of receipt requested) to the following address: PKO Bank Polski S.A., ul. Puławska 15, 02-515 Warsaw (with the note "Investor Relation Office"), or by electronic mail to the e-mail address [wza@pkobp.pl](mailto:wza@pkobp.pl) draft resolutions concerning any items on the agenda of the Annual General Meeting, or matters that are to be added to the agenda.

The draft resolution should be presented with its justification. Failing such justification to the resolution, the Management Board or the Chairman of the General Meeting requests the shareholder or shareholders to present the justification to the proposed resolution.

The submitted draft resolutions should be made on duly completed and signed forms downloaded from the Bank's web page. If a submission is to be made by e-mail, the form and all attached documents should be attached to the e-mail in the PDF format.

A shareholder or shareholders who submit draft resolutions should deliver, together with the request, documents confirming their identity and the authority to submit draft resolutions, in particular:

- 1) a deposit certificate or a certificate of right to participate in the Annual General Meeting issued by an entity keeping a securities account pursuant to the regulations on trading in financial instruments, confirming that the certificate holder is a shareholder of the Bank and on the date of making the request he holds an adequate number of shares,
- 2) in case of a shareholder being a natural person - a copy (scan) of the document confirming the identity of the shareholder or shareholders making the request (i.e. an ID card or other document allowing the identification of the shareholder or shareholders), which can be anonymized in accordance with the template attached to this announcement,
- 3) in case of a shareholder other than a natural person - a current extract from the relevant register or other documents confirming the authorization to represent the shareholder.

The obligation to attach the above-mentioned documents concerns the shareholders making requests either in writing or by e-mail. The documents should be attached in a form appropriate for the form of the request (as hard copies or scans converted to PDF).

If it is a proxy acting on behalf of a shareholder or shareholders who submits a draft resolution, then along with that submission, the proxy is required to present in the manner specified above documents confirming his/her authorisation to act on behalf of the shareholder or shareholders. The Bank may take such actions as will be necessary to identify the shareholder or shareholders and verify the validity of the shareholder's or shareholders' right to submit the projects of the resolutions.

Additionally, during the Annual General Meeting itself each shareholder may propose draft resolutions concerning the matters on the agenda of the meeting.

The draft resolution concerning the calling of a break in the Annual General Meeting proceedings should clearly determine the date for resuming the meeting. The reason of such a break should be specified in the justification to the resolution on calling a break, developed in accordance with the grounds put forward by a shareholder requesting a break.

### **The manner of voting by proxy**

A shareholder may participate in the Annual General Meeting and exercise their right to vote in person or by proxy.

Proxy powers to participate in the Annual General Meeting and to exercise the right to vote must be conferred in writing or the electronic form.

Proxy powers conferred in writing or the electronic form should include: precise identification of the proxy and principal (specification of a given name and surname, the series and number of an identification card or a passport, the PESEL number – in respect of natural persons; and the firm (name), the registered office and the number of KRS or of another register – in respect of legal persons or other organisational units); the date of granting of the power of attorney and specification of its scope, and of the date of general meeting at which the proxy would be exercised; and specification whether the power of attorney is valid only on the opening date of the Annual General Meeting or until its actual closing.

Proxy powers conferred in writing:

If the shareholder confers the proxy powers in writing, the proxy holder is required to do the following at the preparation of the attendance list of the persons authorised to participate in the Annual General Meeting:

- 1) to submit the original copy of the power of attorney (or a set of the power of attorney documents) or a copy of the power of attorney notarised or officially certified, or its transcript prepared in compliance with applicable law; for the purpose of appending to the minutes,
- 2) to present a document that enables identification of the proxy holder.

The shareholder proxies who are not natural persons should additionally submit copies of documents which demonstrate the authorisation of the persons conferring the power of attorney to act on behalf of a shareholder, while at the same time presenting the original documents. The persons conferring the power of attorney should appear in the current or full excerpt from the relevant shareholder registry, from which the authorisation to act on behalf of the shareholder on the date of granting the power of attorney will follow.

If any of the documents demonstrating the authority to act on behalf of a shareholder is prepared in a language other than Polish, such a document must have appended to it its translation into the Polish language prepared by a certified translator.

Proxy powers conferred in the electronic form:

Proxy powers conferred in the electronic form do not require a secure electronic signature verified with a valid qualified certificate.

The Bank must be notified of the proxy powers conferred in the electronic form through employment of electronic communication means in the form of information sent to e-mail address of [wza@pkobp.pl](mailto:wza@pkobp.pl), while making every effort to enable effective verification of the power of attorney validity.

The information on the conferring of the power of attorney should include the content of such granted power of attorney. The power of attorney in the electronic form that incorporates the elements specified above may also be prepared in writing and sent to the indicated e-mail address in the PDF format.

Moreover, the notification on conferring the power of attorney should specify the telephone numbers and e-mail addresses of the shareholder and of their proxy, which the Bank can use to contact the shareholder and their proxy.

Together with the notification on the conferring of the power of attorney in the electronic form, the shareholder who is not a natural person will send the following in the PDF format the scan of an excerpt from the relevant register in which the principal is registered.

The persons conferring the power of attorney on behalf of a shareholder who is not a natural person should appear in the current or full excerpt from the relevant shareholder registry, from which the authorisation to act on behalf of the shareholder on the date of granting the power of attorney would follow.

If any of the sent documents demonstrating the capacity to act on behalf of a shareholder is prepared in a language other than Polish, such a document must be complemented with a scan of its translation into the Polish language prepared by a certified translator.

If the shareholder confers the proxy powers in the electronic form, the proxy holder is required, at the preparation of the attendance list of the persons authorised to participate in the Annual General Meeting, to present a document that enables identification of the proxy holder.

The Bank will take appropriate action for the purpose of identifying a shareholder and a proxy in order to verify the validity of the powers of attorney granted in the electronic form. Such a verification may involve in particular a response question in the electronic or telephone call form addressed to the shareholder or proxy with the aim of confirming the fact of the power of attorney being granted and its scope. In case of any doubt, the Bank may undertake further actions with the aim of verifying the validity of the powers of attorney granted in the electronic form and the identity of the shareholder and proxy. The Bank will deem the failure to provide a response to a question asked in the course of the verification process as a case of failure to verify the power of attorney, which will constitute grounds for the refusal of admission of a proxy to participate in the Annual General Meeting.

In the case of any emerging doubts about the empowerment of a person to act on behalf of a shareholder, the Management Board of the Bank reserves the right to demand the presentation, at the preparation of the attendance list of the persons authorised to participate in the Annual General Meeting, of the original documents which corroborate the empowerment of a given person to act on their behalf.

A Bank Management Board member or an employee of the Bank may be proxies of a shareholder at the Annual General Meeting.

If a proxy at the Annual General Meeting is a Bank Management Board member, a member of the Supervisory Board of the Bank, Bank's employee or an employee of the Bank's subsidiary or a member of any of its governing bodies, that person's power of attorney may confer on them the power to represent limited to only one general meeting. Such a proxy is obliged to disclose to the shareholder any circumstances indicative of the presence of the possibility of occurrence of a conflict of interest. The Bank will be barred from granting any subsequent power of attorney in such a case. Such a proxy shall vote in accordance with the instructions provided by the shareholder.

The forms required while seeking to execute the right to vote via a proxy are available through the Bank's website of [www.pkobp.pl/investor-relations](http://www.pkobp.pl/investor-relations).

#### **Participation in the Annual General Meeting through electronic means of communication**

The Bank does not offer the possibility to participate in the Annual General Meeting through electronic means of communication.

The Bank will ensure publicly available real-time broadcast of the Annual General Meeting via Bank's website - [www.pkobp.pl/investor-relations](http://www.pkobp.pl/investor-relations).

#### **Taking floor at the Annual General Meeting through electronic means of communication**

The Bank does not offer the possibility to take floor at the Annual General Meeting through electronic means of communication.

#### **Voting by mail or electronic means of communication**

The Bank does not offer the possibility to vote using mail or electronic means of communication.

#### **The shareholder's right to ask questions regarding matters on the agenda of the general meeting**

During the Annual General Meeting, each shareholder has the right to ask questions regarding the matters on the agenda of the Annual General Meeting.

The procedure for asking questions and answering them is specified in the Regulations of the General Meeting of PKO Bank Polski S.A., available on the Bank's website [www.pkobp.pl/investor-relations](http://www.pkobp.pl/investor-relations).



### **Date of registration of attendance at the Annual General Meeting**

The date of registration of attendance at the Annual General Meeting is **26 April 2022** (the "Record Date").

### **The right to participate in the Annual General Meeting**

Only the persons who are shareholders of the Bank on the Record Date (i.e. sixteen days before the date of the Annual General Meeting) have the right to participate in the Annual General Meeting.

Lienors and users of shares who are entitled to vote have the right to participate in the Annual General Meeting if the establishment of a limited right in rem for them is registered in the securities account on the date of registration of participation in the Annual General Meeting.

At the request of a holder of Bank's shares and a lienor or a user of shares with the right to vote, submitted not earlier than after the publication of the notification on convening the Annual General Meeting and not later than on the first business day following the Record Date, that is not later than on **27 April 2022**, the entity keeping the securities account shall issue a registered certificate confirming the right to participate in the Annual General Meeting.

The Bank points out that the Annual General Meeting can only be attended by the persons who:

- 1) were shareholders of the Bank on the Record Date, that is on **26 April 2022**,  
and
- 2) not earlier than after the publication of the notification on convening the Annual General Meeting and not later than on the **27 April 2022**, requested the entity keeping the securities account to issue a registered certificate confirming the right to participate in the Annual General Meeting.

The Bank determines the list of shareholders entitled to participate in the Annual General Meeting only on the basis of the list submitted to the Bank by the National Depository for Securities, drawn up on the basis of name certificates on the right to participate in the Annual General Meeting, issued by entities maintaining securities accounts.

A list of the shareholders authorised to participate in the Annual General Meeting will be made available at the premises of the Management Board of the Bank at ul. Puławska 15, 02-515 Warsaw, between 10:00 and 14:00 hours for three business days preceding the date of the Annual General Meeting, that are **9 – 11 May 2022**.

A shareholder of the Bank may request to be sent a list of shareholders entitled to participate in the Annual General Meeting free of charge to the address for electronic service or by e-mail, providing the e-mail address to which the list should be sent.

In demanding that the list of shareholders be made available at the premises of the Bank or sent by e-mail, the demanding shareholder should identify himself and authenticate his status as a shareholder of the Bank. This can be achieved by presenting the certificate confirming the right to participate in the Annual General Meeting or the deposit certificate.

The shareholders and shareholders' proxies coming to the Annual General Meeting, when signing the attendance list, should present their identity card, passport or another document allowing to verify their identity.

The persons authorised to participate in the Annual General Meeting are requested to register and collect voting cards or devices immediately before the meeting room, one hour before the commencement of the meeting.

#### **Access to documents**

The draft resolutions of the Annual General Meeting with justifications and the opinion of the Supervisory Board of the Bank given according to the Bank's Articles of Association, as well as the full text of documents to be presented to the Annual General Meeting will be published on a Bank's web site at such time as will make it possible to read and evaluate these documents.

Draft resolutions submitted in compliance with the Commercial Companies Code by the duly authorised shareholder or shareholders prior to the date of the Annual General Meeting will be published by the Bank on its web site promptly upon receiving them.

If no resolutions are proposed to be adopted, comments of the Management Board of the Bank or the Supervisory Board of the Bank concerning the items on the agenda of the Annual General Meeting, or the matters that are to be added to the agenda prior to the date of the Annual General Meeting, will be made available on the Bank's web site promptly upon their completion.

Information regarding the Annual General Meeting is available on the web site [www.pkobp.pl/investor-relations](http://www.pkobp.pl/investor-relations).

## **Information concerning the processing of the personal data of shareholders and shareholders' proxies**

On the basis of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC, hereinafter called the "Regulation", we hereby inform you that:

### **1. Data administrator**

The administrator of shareholder's or proxy's personal data is Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, with its registered office in Warsaw, address: ul. Puławska 15, 02-515 Warsaw, registered with the District Court for the Capital City of Warsaw in Warsaw, 13th Business Department of the National Court Register, with the reference number KRS 0000026438, NIP: 525-000-77-38, REGON: 016298263, share capital (capital paid up) PLN 1 250 000 000, call centre: 800 302 302, hereinafter called the "Bank".

### **2. Data Protection Inspector (IOD)**

At the Bank, a Data Protection Inspector has been appointed. Address: Data Protection Inspector, ul. Puławska 15, 02-515 Warsaw, e-mail address: iod@pkobp.pl. Data concerning the Data Protection Inspector is available on the Bank's website, in the tab "RODO".

### **3. Categories of personal data**

The Bank processes the following categories of shareholder's or proxy's personal data: identification data, address, contact details and the image.

### **4. Purpose of data processing and the legal basis**

Shareholder's or proxy's personal data may be processed for the following purposes:

- 1) organizing the Annual General Meeting and enabling the entitled persons to exercise their voting rights at the Meeting on the basis of Article 6.1c of the Regulation;
- 2) recording and broadcasting the Annual General Meeting on the basis of Article 6.1f of the Regulation as part of promoting the transparency of the Bank's operations and equal access to decisions and discussions at the Annual General Meeting.

### **5. Provision of personal data**

The Bank may provide shareholder's or proxy's personal data to:

- 1) other shareholders in case of Bank's shareholder on the basis of Article 407 § 1 and § 1<sup>1</sup> of the Commercial Companies Code;
- 2) an entity which processes personal data at the Bank's request and operates the voting process at the Annual General Meeting.

Shareholder's or proxy's personal data in the form of an image, recorded during the Annual General Meeting, will be made available as part of real-time broadcasting and the publication of the recording on the Bank's website.

## **6. Storage period of personal data**

Shareholder's or proxy's personal data will be stored for a period of six years from the date of being received or recorded by the Bank.

## **7. Your rights**

In connection with the processing of shareholder's or proxy's data by the Bank, shareholder or proxy shall have the following rights:

1. the right to access personal data;
2. the right to have personal data corrected;
3. the right to have personal data erased (the right to be forgotten);
4. the right to restriction of processing of personal data;
5. the right to object to the processing of personal data;
6. the right to lodge a complaint with the President of the Personal Data Protection Office in case of consideration that the processing of shareholder's or proxy's personal data infringes the provisions of Regulation.

## **8. Data source**

Personal data may originate from:

- 1) the system of Krajowy Depozyt Papierów Wartościowych S.A. (Central Securities Depository of Poland) in case the Bank's shareholder;
- 2) the principal in the case of authorization of a shareholder's proxy.

## **9. Requirement to provide data**

The provision of shareholder's or proxy's personal data is necessary for the purpose specified in point 4 above, for the preparation and submission to a shareholder for her/his request, a list of people entitled to participate in the Bank's Annual General Meeting and the verification of a person's right to participate in the Annual General Meeting.

## **10. Automated decision-making, including profiling**

Shareholder's or proxy's personal data will not be processed by automated means, including profiling.

Model anonymization of ID card and passport

1. ID card (version 1)\* / ID issued after November 7, 2021:



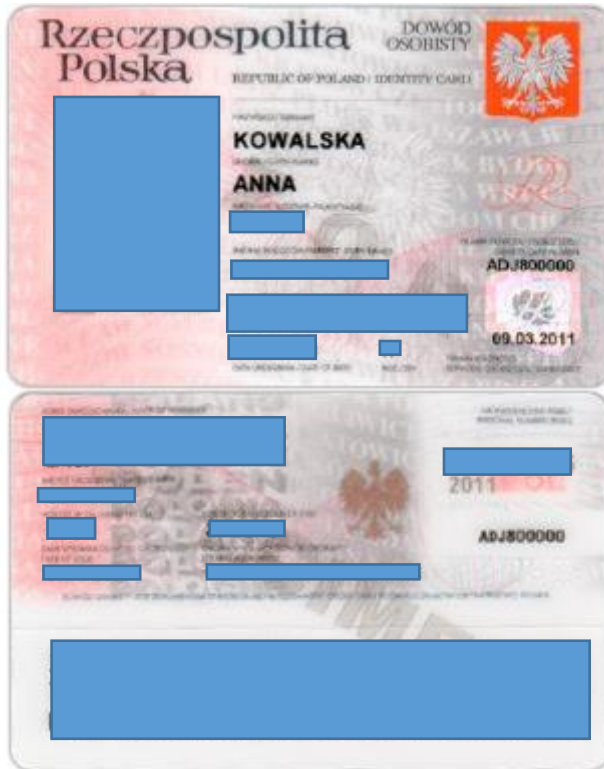
2. ID card (version 2)\* / ID issued from March 4, 2019 to November 6, 2021:



3. ID card (version 3)\* / ID issued from March 1, 2015 to March 3, 2019:



4. ID card (version 4)\* / ID issued from March 24, 2009 to February 28, 2015



\* source of the ID model: [Dowód osobisty – informacje - Gov.pl - Portal Gov.pl \(www.gov.pl\)](http://www.gov.pl)  
<https://www.gov.pl/web/gov/dowod-osobisty-informacje>

## 5. Passport\*\*



\*\* source of the passport model: [Paszport – informacje o dokumentacie - Gov.pl - Portal Gov.pl \(www.gov.pl\)](https://www.gov.pl/web/gov/paszport-informacje-o-dokumentacie)  
<https://www.gov.pl/web/gov/paszport-informacje-o-dokumentacie>