

**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the election of the Chairman of the Ordinary General Meeting**

In acting pursuant to art. 409 § 1 of the Companies Code, the Ordinary General Meeting elects..... the Chairman of the Meeting.

**RESOLUTION no. /2006**  
**of the Ordinary General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**dated 2006**

**concerning the adoption of the agenda for the Ordinary General Meeting**

The Ordinary General Meeting adopts the following agenda:

- 1) Opening of the Ordinary General Meeting,
- 2) Electing the Chairman of the Ordinary General Meeting,
- 3) Declaring that the Ordinary General Meeting was correctly convened and is capable of adopting binding resolutions,
- 4) Adopting the agenda,
- 5) Considering the report of the Bank Management Board on the activities of the Bank in 2005, also including information on the activities of the Management Board of the Bank as its governing body, and considering the financial statements of the Bank for the year 2005 and the motion of the Management Board on the distribution of the profit earned by the Bank in 2005 and the undistributed profits from previous years,
- 6) Considering the report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna containing the results of evaluation of the report of the Bank Management Board on the activities of the Bank in 2005, the financial statements of the Bank for the year 2005, the motion of the Management Board on the distribution of the profit earned by the Bank in 2005 and the undistributed profits from previous years, and the 2005 report on the activities of the Supervisory Board as the Company governing body,
- 7) Adopting resolutions on:
  - a) approving the report of the Bank Management Board on the activities of the Bank in 2005,

- b) approving the financial statements of the Bank for the year 2005,
  - c) approving the report of the Supervisory Board on the activities of the Supervisory Board in 2005,
  - d) the distribution of the profit earned by the Bank in 2005 and the undistributed profits from previous years,
  - e) the payment of dividend for the year 2005,
  - f) the acknowledgement of the fulfilment of duties by the Bank Management Board members in 2005,
  - g) awarding the annual bonus to the President of the Bank Management Board for the year 2005,
  - h) the acknowledgement of the fulfilment of duties by the Bank Supervisory Board members in 2005,
- 8) Considering the report on the activities of the PKO BP S.A. Group in 2005 and the consolidated financial statements of the PKO BP S.A. Group for the year 2005, and adopting resolutions on:
- a) approving the report on the activities of the PKO BP S.A. Group in 2005,
  - b) approving the consolidated financial statements of the PKO BP S.A. Group for the year 2005,
- 9) Adopting resolutions on amendments to the Bank's Articles of Association,
- 10) Adopting resolutions on changes in the composition of the Supervisory Board,
- 11) Adopting resolutions on a consent to dispose of certain organized parts of the Bank's business consisting of the Bank's hotels and offsite training centres,
- 12) Closing the General Meeting.

**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the approval of the report on the activities of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna in 2005**

Pursuant to Art. 395§2.1 of the Companies Code the Ordinary General Meeting resolves as follows:

§ 1

The report of the Bank Management Board on the activities of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna in 2005, also including information on the activities of the Management Board of the Bank as its governing body, is hereby approved.

§ 2

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

**RESOLUTION no. /2006**  
**of the Ordinary General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**dated 2006**

**concerning the approval of the 2005 Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna financial statements**

Pursuant to Art. 395§2.1 of the Companies Code the Ordinary General Meeting resolves as follows:

§ 1

The 2005 Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna financial statements is hereby approved, consisting of the following:

- 1) the balance sheet as at 31 December 2005, with the balance sheet amount of PLN 90,327,516,000,
- 2) off-balance sheet items of PLN 300,988,553,000 as at 31 December 2005,
- 3) income statement for the period from 1 January 2005 till 31 December 2005 showing a net profit of PLN 1,676,798,000,
- 4) cash flow statement showing a decrease of net cash between 1 January 2005 and 31 December 2005 by PLN 2,615,039,000,
- 5) statement of changes in shareholders' equity,
- 6) notes including an introduction to the financial statements and additional information and clarifications.

§ 2

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

**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the approval of the Supervisory Board report on the activities of the Supervisory  
Board in 2005**

Pursuant to Art. 382§3 of the Companies Code, in connection with Art. 395§2.1 of the Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

The Supervisory Board report on the activities of the Supervisory Board in 2005 is hereby approved.

§ 2

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

**RESOLUTION no. /2006**  
**of the Ordinary General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**dated 2006**

**concerning the distribution of 2005 profit of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna and undistributed profits from previous years**

Pursuant to Art. 395§2.2 of the Companies Code the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna resolves as follows:

§ 1

The net profit of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for the period from 1 January 2005 to 31 December 2005 in the amount of PLN 1,676,798,000 shall be distributed as follows:

1)	dividend for the shareholders	PLN 800,000,000
2)	reserve capital	PLN 801,548,000
3)	reserves	PLN 5,000,000
4)	general risk fund for unidentified banking risks	PLN 70,000,000
5)	social benefits fund	PLN 250,000

§ 2

Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna profits from previous years in the amount of PLN 430,976,000 shall be allocated to the reserve capital.

§ 3

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

**RESOLUTION no. /2006**  
**of the Ordinary General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**dated 2006**

**concerning the payment of dividend for the year 2005**

Pursuant to Art. 348§3 of the Companies Code the Ordinary General Meeting resolves as follows:

§ 1

1. Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall pay dividend in respect of the year 2005 in the amount of PLN 0.80 gross per share.
2. The list of shareholders entitled to receive the 2005 dividend shall be established as at 10 July 2006.
3. The dividend shall be paid on 1 August 2006.
4. The dividend may be paid by way of:
  - 1) transfer to a cash bank account connected with servicing a securities account, when the shares are deposited in the securities account,
  - 2) transfer to a bank account indicated by the shareholder or in cash, when the shareholder has not indicated securities account or cash account.

§ 2

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



**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the acknowledgement of the fulfilment of duties by a Bank Management Board  
member in 2005**

Pursuant to Art. 395§2.3 of the Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

We hereby acknowledge the fulfilment of duties in 2005 by Mr Andrzej Podsiadło, President of the Bank Management Board.

§ 2

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

**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the acknowledgement of the fulfilment of duties by a Bank Management Board  
member in 2005**

Pursuant to Art. 395§2.3 of the Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

We hereby acknowledge the fulfilment of duties in 2005 by Mr Kazimierz Małecki, Vice-President, 1<sup>st</sup> Deputy President of the Bank Management Board.

§ 2

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

**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the acknowledgement of the fulfilment of duties by a Bank Management Board  
member in 2005**

Pursuant to Art. 395§2.3 of the Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

We hereby acknowledge the fulfilment of duties in 2005 by Ms Danuta Demianiuk, Vice-President of the Bank Management Board.

§ 2

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

**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the acknowledgement of the fulfilment of duties by a Bank Management Board  
member in 2005**

Pursuant to Art. 395§2.3 of the Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

We hereby acknowledge the fulfilment of duties in 2005 by Mr Sławomir Skrzypek, Vice-President of the Bank Management Board (since 20 December 2005).

§ 2

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

**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the acknowledgement of the fulfilment of duties by a Bank Management Board  
member in 2005**

Pursuant to Art. 395§2.3 of the Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

We hereby acknowledge the fulfilment of duties in 2005 by Mr Piotr Kamiński, member of the Bank Management Board.

§ 2

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

**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the acknowledgement of the fulfilment of duties by a Bank Management Board  
member in 2005**

Pursuant to Art. 395§2.3 of the Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

We hereby acknowledge the fulfilment of duties in 2005 by Mr Jacek Obłękowski, member of the Bank Management Board.

§ 2

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

**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the acknowledgement of the fulfilment of duties by a Bank Management Board  
member in 2005**

Pursuant to Art. 395§2.3 of the Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

We hereby acknowledge the fulfilment of duties in 2005 by Ms Krystyna Szewczyk, member of the Bank Management Board.

§ 2

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

**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the award of the annual bonus to the President of the Bank Management Board  
for the year 2005**

Pursuant to Art. 10.2 of the Law on Remunerating Managers of Certain Legal Entities dated 3 March 2000 (Journal of Laws No. 26, item 306 as amended), and the Ordinance of the Minister of State Treasury on detailed principles and procedures of awarding the annual bonus to managers of certain legal entities and the annual bonus request form dated 12 March 2001 (Journal of Laws No. 22, item 259 as amended), the Ordinary General Meeting resolves as follows:

§ 1

Mr Andrzej Podsiadło, President of the Bank Management Board is hereby awarded the annual bonus for the year 2005 in the amount of PLN 45,830.52 (forty five thousand eight hundred thirty and 52/100 zlotys).

§ 2

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



**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the acknowledgement of the fulfilment of duties by a Bank Supervisory Board  
member in 2005**

Pursuant to Art. 395§2.3 of the Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

We hereby acknowledge the fulfilment of duties in 2005 by Mr Bazyl Samojlik, Chairman of the Bank Supervisory Board.

§ 2

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

**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the acknowledgement of the fulfilment of duties by a Bank Supervisory Board  
member in 2005**

Pursuant to Art. 395§2.3 of the Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

We hereby acknowledge the fulfilment of duties in 2005 by Ms Urszula Pałaszek, Deputy Chairman of the Bank Supervisory Board (since 19 May 2005).

§ 2

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

**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the acknowledgement of the fulfilment of duties by a Bank Supervisory Board  
member in 2005**

Pursuant to Art. 395§2.3 of the Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

We hereby acknowledge the fulfilment of duties in 2005 by Mr Krzysztof Zdanowski, Secretary of the Bank Supervisory Board (since 19 May 2005).

§ 2

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

**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the acknowledgement of the fulfilment of duties by a Bank Supervisory Board  
member in 2005**

Pursuant to Art. 395§2.3 of the Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

We hereby acknowledge the fulfilment of duties in 2005 by Mr Andrzej Giryn, member of the Bank Supervisory Board.

§ 2

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

**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the acknowledgement of the fulfilment of duties by a Bank Supervisory Board  
member in 2005**

Pursuant to Art. 395§2.3 of the Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

We hereby acknowledge the fulfilment of duties in 2005 by Mr Stanisław Kasiewicz, member of the Bank Supervisory Board .

§ 2

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

**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the acknowledgement of the fulfilment of duties by a Bank Supervisory Board  
member in 2005**

Pursuant to Art. 395§2.3 of the Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

We hereby acknowledge the fulfilment of duties in 2005 by Mr Ryszard Kokoszcyński, member of the Bank Supervisory Board (Deputy Chairman of the Bank Supervisory Board till 19 May 2005).

§ 2

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

**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the acknowledgement of the fulfilment of duties by a Bank Supervisory Board  
member in 2005**

Pursuant to Art. 395§2.3 of the Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

We hereby acknowledge the fulfilment of duties in 2005 by Mr Jerzy Osiatyński, member of the Bank Supervisory Board.

§ 2

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

**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the acknowledgement of the fulfilment of duties by a Bank Supervisory Board  
member in 2005**

Pursuant to Art. 395§2.3 of the Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

We hereby acknowledge the fulfilment of duties in 2005 by Ms Czesława Siwek, member of the Bank Supervisory Board (since 19 May 2005).

§ 2

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



**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the acknowledgement of the fulfilment of duties by a Bank Supervisory Board  
member in 2005**

Pursuant to Art. 395§2.3 of the Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

We hereby acknowledge the fulfilment of duties in 2005 by Mr Władysław Szymański, member of the Bank Supervisory Board.

§ 2

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

**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the acknowledgement of the fulfilment of duties by a Bank Supervisory Board  
member in 2005**

Pursuant to Art. 395§2.3 of the Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

We hereby acknowledge the fulfilment of duties in 2005 by Mr Arkadiusz Kamiński, Secretary of the Bank Supervisory Board (till 29 April 2005).

§ 2

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

**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning the approval of the Bank Management Board report on the activities  
of the PKO BP S.A. Group in 2005**

Pursuant to Art. 395§5 of the Companies Code, the Ordinary General Meeting resolves as follows:

**§ 1**

The Bank Management Board report on the activities of the PKO BP S.A. Group in 2005 is hereby approved.

**§ 2**

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

**RESOLUTION no. /2006**  
**of the Ordinary General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**dated 2006**

**concerning the approval of the 2005 consolidated financial statements of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Group**

Pursuant to Art. 395§5 of the Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

Hereby approved is the 2005 financial statements of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Group consisting of the following:

- 1) consolidated balance sheet as at 31 December 2005 showing PLN 91,613,181,000 on the assets and liabilities sides;
- 2) consolidated off-balance sheet items totalling PLN 303,872,003,000 as at 31 December 2005;
- 3) consolidated income statement for the period from 1 January 2005 to 31 December 2005 showing net profit of PLN 1,734,820,000;
- 4) consolidated cash flow statement showing a decrease in net cash between 1 January 2005 and 31 December 2005 by PLN 2,545,613,000;
- 5) statement of changes in the consolidated equity;
- 6) notes including introduction to the financial statements and additional information and explanations.

§ 2

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

**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning amendments to the Articles of Association  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna**

Pursuant to Art. 430§1 of the Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

The Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall be amended by the adoption of its consolidated text which is attached as a schedule to this resolution.

§ 2

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

**RESOLUTION no. /2006  
of the Ordinary General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
dated 2006**

**concerning changes in the composition of the Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna Supervisory Board**

Pursuant to Art. 385§1 of the Companies Code in connection with §11.2 of the Bank's Articles of Association, the Ordinary General Meeting resolves as follows:

§ 1

...

§ 2

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

**RESOLUTION no. /2006**  
**of the Ordinary General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**dated 2006**

**concerning the consent to dispose of certain organized parts of the Bank's business consisting of  
Bank's hotels and offsite training centres**

Pursuant to Art. 393§3 of the Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

It is hereby consented to dispose of certain organized parts of the Bank's business consisting of the following hotels and offsite training centres:

- 1) "Daglezja" in Zakopane, ul. J. Piłsudskiego 14,
- 2) "Willa" in Zakopane, ul. Makuszyńskiego 7,
- 3) "Neptun" in Jurata, ul. Mestwina 38,
- 4) "Jarzębina" in Duszniki Zdrój, ul. Wojska Polskiego 47,
- 5) "Uroczysko" in Cedzyna
- 6) "Pegaz" in Krynica Zdrój, ul. Czarny Potok 28.

§ 2

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