

**RESOLUTION No.    /2024  
of the Annual General Meeting of  
Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 28 June 2024**

**on approving the Policy concerning the assessment of the suitability of candidates for members and members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A.**

Acting pursuant to § 9(1)(18) of the Bank's Articles of Association, in conjunction with Article 22aa of the Banking Law Act of 29 August 1997 and in conjunction with § 2(2) of the Policy concerning the assessment of the suitability of candidates for members and members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A., which is attached to Resolution No. 34/2020 of the 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 members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A., as amended by Resolution No 34/2021 of 7 June 2021 and Resolution No 40/2022 of 12 May 2022, the Annual General Meeting hereby resolves as follows:

§ 1.

1. The Policy concerning the assessment of the suitability of candidates for members and members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A. in the wording forming an appendix hereto, which replaces the Policy adopted by Resolution No 34/2020 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 26 August 2020 on approving the Policy concerning the suitability of candidates for members and members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A., as amended by Resolution No 34/2021 of 7 June 2021 and Resolution No 40/2022 of 12 May 2022, is hereby approved.
2. The Policy concerning the assessment of the suitability of candidates for members and members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A., referred to in section 1, enters into force on the date following the date of completion of the Annual General Meeting convened for 28 June 2024.

§ 2.

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

**Rationale**

**to the draft resolution on approving the Policy concerning the assessment of the suitability of candidates for members and members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A.**

In accordance with the Policy concerning the assessment of the suitability of candidates for members and members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A. (the Policy) adopted in 2020 and amended in 2021 and 2022, the Supervisory Board reviews, develops and implements the Policy, monitors its effectiveness and recommends to the General Meeting the needs and scope of

amendments to the Policy. The General Meeting approves the Policy and amendments thereto on the basis of the Supervisory Board's recommendation.

With this in mind, pursuant to the recommendation of the Supervisory Board contained in the Resolution No 108/2024 of the Supervisory Board of 25 April 2024 on approving the Review Report of the Policy concerning the assessment of the suitability of candidates for members and members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A., the Policy in the wording including the following amendments vs. the previous version is hereby approved:

- indicating in the Policy the minimum requirements concerning the necessary qualifications for candidates for members and members of the Bank's Supervisory Board as regards education and experience, with the authorisation of the Bank's Supervisory Board to specify the requirements, subsequently approved by the General Meeting,
- indicating in the Policy the target deadline for the planned achievement of the gender diversity objective in the composition of the Bank's Supervisory Board,
- specifying that selection of the members of the Bank's Supervisory Board is performed in a manner that ensures equal opportunities (and counteracts discrimination),
- specifying the criteria for assessing the suitability of members of the Supervisory Board for the Methodology for assessing the suitability of members of governing bodies in the entities supervised by the Polish Financial Supervision Authority (PFSA) updated by the PFSA,
- formal amendments.

For legislative reasons, in order to maintain clarity of the regulation, the amendments to the Policy are recommended for implementation by way of approval by the General Meeting of a new Policy which will replace the Policy in its previous wording.

Therefore, a draft of this resolution was submitted to constitute the agenda of the Annual General Meeting. At the same time, in view of the appointment of the Bank's Supervisory Board for a new term of office and the PFSA's position on the need to ensure stability in the Bank's management, it is hereby reminded that pursuant to the PFSA's Recommendation Z on the principles of internal governance in banks (item 5.4 of Recommendation Z), it is recommended to limit changes during the term of office to particularly justified cases of changing the composition of supervisory boards in short periods of time.

The project of the resolution has received the positive opinion of the Supervisory Board.