

**RESOLUTION No. 1/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on the election of the Chairperson of the Ordinary General Meeting

Pursuant to Article 409(1) of the Code of Commercial Partnerships and Companies the Ordinary General Meeting elects as its Chairperson Piotr Schramm.

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 830,966,297 votes 'for', 1 'against', and 35,771 'abstentions'.

**RESOLUTION No. 2/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on approving of report of the Management Board of the Bank on the activities of PKO Bank Polski SA in 2010

Pursuant to Article 395(2)(1) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1.

The Ordinary General Meeting hereby approves the report of the Management Board of the Bank on the activities of PKO Bank Polski SA in 2010.

§ 2.

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 830,966,296 votes 'for', 1 'against', and 35,772 'abstentions'.

**Resolution No. 3/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on approving the financial statements of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for the year ended on 31 December 2010

Pursuant to Article 395(2)(1) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1.

The Ordinary General Meeting approves the financial statements of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for the year ended on 31 December 2010, composed of:

- 1) the profit and loss account for the period from 1 January 2010 to 31 December 2010, reporting a net profit in the amount of PLN 3,311,209k;
- 2) statement of comprehensive income;
- 3) statement of financial position as of 31 December 2010, reporting assets and liabilities amounting to PLN 167,238,919k;
- 4) statement of changes in equity;
- 5) statement of cash flow, showing a decrease in net cash in the period between 1 January 2010 and 31 December 2010 by PLN 417,965k.
- 6) supplementary information to the financial statements.

§ 2.

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 830,966,296 votes 'for', 1 'against', and 35,772 'abstentions'.

**RESOLUTION No. 4/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on approving the report of the Management Board of the Bank on the activities of the PKO Bank Polski SA Capital Group for 2010

The Ordinary General Meeting adopts the following:

§ 1.

The Ordinary General Meeting hereby approves the report of the Management Board of the Bank on the activities of the PKO Bank Polski SA Capital Group for 2010.

§ 2.

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 830,966,296 votes 'for', 1 'against', and 35,772 'abstentions'.

**Resolution No. 5/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on approving the consolidated financial statements of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Capital Group for the year ended on 31 December 2010

Pursuant to Article 395(5) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1.

The Ordinary General Meeting approves the consolidated financial statements of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Capital Group for 2010, composed of:

- 1) consolidated profit and loss account for the period from 1 January 2010 to 31 December 2010, reporting a net profit attributable to the parent company in the amount of PLN 3,216,883k;
- 2) consolidated total income statement;
- 3) consolidated statement of financial position as of 31 December 2010, reporting assets and liabilities amounting to PLN 169,660,501k;
- 4) consolidated statement of changes in equity;
- 5) consolidated statement of cash flow, showing a decrease in net cash in the period between 1 January 2010 and 31 December 2010 by PLN 553,712k.
- 6) supplementary information to the consolidated financial statements.

§ 2.

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 830,966,296 votes 'for', 1 'against', and 35,772 'abstentions'.

**RESOLUTION No. 6/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on approving the report of the Supervisory Board of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2010

The Ordinary General Meeting adopts the following:

§ 1

The report of the Supervisory Board of the Bank on the activities of the Supervisory Board of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2010 is hereby approved.

§ 2

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 830,966,296 votes 'for', 1 'against', and 35,772 'abstentions'.

**RESOLUTION No. 7/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on the distribution of the profit earned by the PKO Bank Polski SA in 2010

Pursuant to Article 395(2)(2) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1.

The net profit earned by Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna in the period between 1 January 2010 and 31 December 2010 that amounts to PLN 3,311,209k shall be distributed in the following manner:

- | | |
|--|-----------------|
| 1) dividends for the shareholders in the amount of | PLN 2,475,000k; |
| 2) the reserve capital in the amount of | PLN 800,000k; |
| 3) the reserves in the amount of | PLN 36,209k. |

§ 2.

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 702,909,009 votes 'for', 37,522,644 'against', and 90,570,416 'abstentions'.

**RESOLUTION No. 8/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on the payment of dividend for the year 2010

Pursuant to Article 348(3) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1.

1. Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall pay the dividend for the year 2010 in the amount of PLN 1.98 gross per each share.
2. The dividend day shall be 31 August 2011.
3. The dividend shall be payable on 15 September 2011.
4. The dividend may be paid in the following forms:
 - 1) transfer to the securities account, if the shares are deposited on such an account (investment account);
 - 2) transfer to a bank account specified by the shareholder or cash payment, if the shareholder does not have a securities account.

§ 2.

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 702,909,009 votes 'for', 37,522,644 'against', and 90,570,416 'abstentions'.

**RESOLUTION No. 9/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on granting a vote of acceptance to a member of the Management Board of the Bank for 2010

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1

Mr. Zbigniew Jagiełło, President of the Management Board of the Bank, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2010.

§ 2

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

831,002,068 valid votes were cast on adopting the resolution, from 831,002,068 shares representing 66.4802 per cent of the share capital, with 830,860,389 votes 'for', 1 'against', and 141,678 'abstentions'.

**RESOLUTION No. 10/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on granting a vote of acceptance to a member of the Management Board of the Bank for 2010

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1

Mr. Piotr Alicki, performing the duties of the Vice-President of the Management Board of the Bank from 2 November 2010, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2010.

§ 2

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

831,002,068 valid votes were cast on adopting the resolution, from 831,002,068 shares representing 66.4802 per cent of the share capital, with 830,860,389 votes 'for', 1 'against', and 141,678 'abstentions'.

**RESOLUTION No. 11/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

**on granting a vote of acceptance to a member of the Management Board of the Bank
for 2010**

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1

Mr. Bartosz Drabikowski, Vice-President of the Management Board of the Bank, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2010.

§ 2

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 830,860,389 votes 'for', 1 'against', and 141,679 'abstentions'.

**RESOLUTION No. 12/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on granting a vote of acceptance to a member of the Management Board of the Bank for 2010

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1

Mr. Krzysztof Dresler, Vice-President of the Management Board of the Bank, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2010.

§ 2

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 830,860,389 votes 'for', 1 'against', and 141,679 'abstentions'.

**RESOLUTION No.13/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on granting a vote of acceptance to a member of the Management Board of the Bank for 2010

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1

Mr. Jarosław Myjak, Vice-President of the Management Board of the Bank, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2010.

§ 2

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 830,860,389 votes 'for', 1 'against', and 141,679 'abstentions'.

**RESOLUTION No. 14/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on granting a vote of acceptance to a member of the Management Board of the Bank for 2010

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1

Mr. Wojciech Papierak, Vice-President of the Management Board of the Bank, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2010.

§ 2

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 830,860,389 votes 'for', 1 'against', and 141,679 'abstentions'.

**RESOLUTION No. 15/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on granting a vote of acceptance to a member of the Management Board of the Bank for 2010

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1

Mr. Jakub Papierski, performing the duties of the Vice-President of the Management Board of the Bank from 22 March 2010, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2010.

§ 2

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 830,860,389 votes 'for', 1 'against', and 141,679 'abstentions'.

**RESOLUTION No. 16/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on granting a vote of acceptance to a member of the Management Board of the Bank for 2010

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1

Mr. Mariusz Zarzycki, Vice-President of the Management Board of the Bank to 31 July 2010, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2010.

§ 2

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 830,860,389 votes 'for', 1 'against', and 141,679 'abstentions'.

**RESOLUTION No. 17/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2010

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1

Mr. Cezary Banasiński, the Chairman of the Supervisory Board of the Bank, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2010.

§ 2

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 830,860,389 votes 'for', 1 'against', and 141,679 'abstentions'.

**RESOLUTION No. 18/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2010

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1

Mr. Tomasz Zganiacz, Deputy Chairman of the Supervisory Board of the Bank, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2010.

§ 2

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 830,860,389 votes 'for', 1 'against', and 141,679 'abstentions'.

**RESOLUTION No. 19/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2010

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1

Mr. Jan Bossak, member of the Supervisory Board of the Bank, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2010.

§ 2

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 830,860,389 votes 'for', 1 'against', and 141,679 'abstentions'.

**RESOLUTION No. 20/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2010

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1

Mr. Mirosław Czekaj, member of the Supervisory Board of the Bank, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2010.

§ 2

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 830,860,389 votes 'for', 1 'against', and 141,679 'abstentions'.

**RESOLUTION No. 21/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2010

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1

Mr. Ireneusz Fąfara, member of the Supervisory Board of the Bank to 30 September 2010, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2010.

§ 2

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 830,860,389 votes 'for', 1 'against', and 141,679 'abstentions'.

**RESOLUTION No. 22/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2010

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1

Mr. Błażej Lepczyński, member of the Supervisory Board of the Bank, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2010.

§ 2

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 830,860,389 votes 'for', 1 'against', and 141,679 'abstentions'.

**RESOLUTION No. 23/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2010

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1

Mr. Piotr Marczak, member of the Supervisory Board of the Bank from 25 June 2010, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2010.

§ 2

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 830,860,389 votes 'for', 1 'against', and 141,679 'abstentions'.

**RESOLUTION No. 24/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2010

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1

Mr. Alojzy Zbigniew Nowak, member of the Supervisory Board of the Bank, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2010.

§ 2

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 830,860,389 votes 'for', 1 'against', and 141,679 'abstentions'.

RESOLUTION No. 25/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011 r.

on granting approval for applying for admission of the Bank's shares to trading on a regulated market, dematerialisation of the Bank's shares and registration of the Bank's shares in the depository for securities, as well as for conclusion of agreements aiming at ensuring successful sale of the Bank's shares by the State Treasury and Bank Gospodarstwa Krajowego

Pursuant to Articles 14(2), 15(2) and 27(2)(3b) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (Journal of Laws [Dz.U.] No. 185, item 1439, as amended, hereinafter the "**Act on Offering**"), whereas according to § 6(2) of the Articles of Association of the Bank, the Council of Ministers, by an ordinance No. 43/2011 of 7 April 2011, approved the conversion of Shares of the State Treasury (in accordance with the definition below) into ordinary bearer shares and their transfer, the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna (hereinafter the "**Bank**") adopts the following:

§ 1

The Ordinary General Meeting of the Bank hereby approves any actions allowing the shareholders of the Bank: (i) the State Treasury of the Republic of Poland (hereinafter the "**State Treasury**") to sell 197,500,000 of the series A shares numbered from A 312500001 to A 510000000 held by the State Treasury (hereinafter "**Shares of the State Treasury**"); and (ii) Bank Gospodarstwa Krajowego (hereinafter "**BGK**", and together with the State Treasury "**Selling Shareholders**") to sell 128,102,731 of the series D shares held by BGK (the "**Shares of BGK**", and together with Shares of the State Treasury "**Shares Being Sold**") by way of a public offering (hereinafter the "**Public Offering**") and to introduce Shares of the State Treasury to trading on a regulated market, including to:

- 1) Conclude an agreement on registration of Shares of the State Treasury in the depository for securities held by the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A., hereinafter "KDPW") and their dematerialisation, according to the provisions of the Act of 29 July 2005 on Trading in Financial Instruments (consolidated text, Journal of Laws [Dz.U.] No. 211, item 1384, as amended; hereinafter the "Act on Trading");
- 2) Apply for admission and introduction of Shares of the State Treasury to trading on the official stock-exchange listing market organised by the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A., hereinafter "WSE"); and
- 3) Conclude agreements aiming at ensuring successful sale of the Shares Being Sold by the Selling Shareholders, including a firm commitment underwriting agreement or a standby underwriting agreement in the meaning of the Act on Offering.

§ 2

The Ordinary General Meeting hereby authorizes the Management Board of the Bank to take all legal and factual activities, according to the requirements specified in laws, ordinances, resolutions or guidelines of the WSE, KDPW and the Polish Financial Supervision Authority (hereinafter the "FSA") applicable at the given time, necessary to:

- 1) Make a Public Offering;
- 2) Create an issue prospectus, submit a request to the FSA on its approval and make it available to the public;
- 3) Dematerialise Shares of the State Treasury, in particular to conclude an agreement with KDPW on registration of Shares of the State Treasury in the depository for securities held by KDPW, according to the requirements set out in the Act on Trading;
- 4) Get the admission and introduction of Shares of the State Treasury to trading on the official stock-exchange listing market organised by WSE; and
- 5) Ensure successful sale of the Shares Being Sold, including, in particular, conclude agreements aiming at ensuring successful sale of the Shares Being Sold,

including a firm commitment underwriting agreement or a standby underwriting agreement in the meaning of the Act on Offering.

§ 3

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 830,966,296 votes 'for', 1 'against', and 35,772 'abstentions'.

**RESOLUTION No. 26/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

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

Pursuant to Article 430(1) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna (the "**Bank**") adopts the following:

§ 1

§ 6(1) and § 6(2) of the Articles of Association of the Bank shall be amended as follows:

1. *The Bank's share capital amounts to PLN 1,250,000,000 (one billion two hundred fifty million) and is divided into 1,250,000,000 (one billion two hundred fifty million) shares with the nominal value of PLN 1 (one) each, including:*
 - 1) *510,000,000 (five hundred ten million) series A shares numbered from A 000000001 to A 510000000, including 312,500,000 (three hundred twelve million five hundred thousand) registered series A shares numbered from A 000000001 to A 312500000 and 197,500,000 (one hundred ninety-seven*

- million five hundred thousand) series A bearer shares numbered from A 312500001 to A 510000000;*
- 2) *105,000,000 (one hundred five million) series B bearer shares numbered from B 000000001 to B 105000000;*
 - 3) *385,000,000 (three hundred eighty-five million) series C bearer shares numbered from C 000000001 to C 385000000;*
 - 4) *250,000,000 (two hundred fifty million) series D bearer shares numbered from D 000000001 to D 250000000.*

Subject to Article 28(1) of the Banking Law, shares of the Bank can be registered shares or bearer shares.

2. *The conversion of registered series A shares into bearer shares and the transfer of these shares shall require a consent expressed in an ordinance of the Council of Ministers. The conversion into bearer shares or transfer of registered series A shares upon obtaining such consent shall result in the expiration of the restrictions provided for in the preceding sentence in respect of the shares that are subject to such conversion into bearer shares or transfer, to the extent such consent was granted.”*

§ 2

The Supervisory Board of the Bank shall be authorised to prepare a consolidated text of the Articles of Association of the Bank including amendments resulting from this resolution.

§ 3

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

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 799,602,289 votes ‘for’, 1 ‘against’, and 31,399,779 ‘abstentions’.

**RESOLUTION No. 27/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

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

Pursuant to Article 430(1) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1.

The Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall have § 3a added after § 3 with the following wording:

"§ 3a.

1. The Bank can act with other entities within a capital group.
2. The Bank, acting within the capital group, can cooperate with entities referred to in Clause 1 and provide services to them.
3. Principles and forms of cooperation and provision of services referred to in Clause 2 shall be specified by the Management Board of the Bank."

§ 2.

Amendment to the Articles of Association of the Bank, referred to in this resolution, shall require the authorisation of the Polish Financial Supervision Authority, pursuant to Article 34(2) and in relation to Article 31(3) of the Banking Act of 29 August 1997.

§ 3.

The Supervisory Board of the Bank shall be authorised to determine a consolidated text of the Articles of Association of the Bank including amendments resulting from this resolution.

§ 4.

Subject to § 2, this resolution shall come into force as of the date of its adoption.

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 809,469,959 votes 'for', 842,168 'against', and 20,689,942 'abstentions'.

**RESOLUTION No. 29/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

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

Pursuant to Article 385 par.1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1.

Cezary Banasiński shall be appointed member of the Supervisory Board of the Bank for the joint term of office of the Supervisory Board which will start at the day of the this Ordinary General Meeting.

§ 2.

The Resolution takes effect as of the date of its adoption.

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 768,221,235 votes 'for', 8,019,585 'against', and 54,761,249 'abstentions'.

**RESOLUTION No. 30/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

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

Pursuant to Article 385 par.1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1.

Tomasz Zganiacz shall be appointed member of the Supervisory Board of the Bank for the joint term of office of the Supervisory Board which will start at the day of the this Ordinary General Meeting.

§ 2.

The Resolution takes effect as of the date of its adoption.

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 768,221,235 votes 'for', 8,019,585 'against', and 54,761,249 'abstentions'.

**RESOLUTION No. 31/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

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

Pursuant to Article 385 par.1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1.

Mirosław Czekaj shall be appointed member of the Supervisory Board of the Bank for the joint term of office of the Supervisory Board which will start at the day of the this Ordinary General Meeting.

§ 2.

The Resolution takes effect as of the date of its adoption.

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 768,221,235 votes 'for', 8,019,585 'against', and 54,761,249 'abstentions'.

**RESOLUTION No. 32/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

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

Pursuant to Article 385 par.1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1.

Jan Bossak shall be appointed member of the Supervisory Board of the Bank for the joint term of office of the Supervisory Board which will start at the day of the this Ordinary General Meeting.

§ 2.

The Resolution takes effect as of the date of its adoption.

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 768,221,235 votes 'for', 8,019,585 'against', and 54,761,249 'abstentions'.

**RESOLUTION No. 33/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

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

Pursuant to Article 385 par.1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1.

Ryszard Wierzba shall be appointed member of the Supervisory Board of the Bank for the joint term of office of the Supervisory Board which will start at the day of the this Ordinary General Meeting.

§ 2.

The Resolution takes effect as of the date of its adoption.

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 730,698,592 votes 'for', 8,019,585 'against', and 92,283,892 'abstentions'.

**RESOLUTION No. 34/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

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

Pursuant to Article 385 par.1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1.

Marek Mroczkowski shall be appointed member of the Supervisory Board of the Bank for the joint term of office of the Supervisory Board which will start at the day of the this Ordinary General Meeting.

§ 2.

The Resolution takes effect as of the date of its adoption.

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 730,698,592 votes 'for', 8,019,585 'against', and 92,283,892 'abstentions'.

**RESOLUTION No. 35/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

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

Pursuant to Article 385 par.1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1.

Krzysztof Kilian shall be appointed member of the Supervisory Board of the Bank for the joint term of office of the Supervisory Board which will start at the day of the this Ordinary General Meeting.

§ 2.

The Resolution takes effect as of the date of its adoption.

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 815,221,235 votes 'for', 8,019,585 'against', and 7,761,249 'abstentions'.

**RESOLUTION No. 37/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

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

Pursuant to Article 385 par.1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1.

Krzysztof Kilian shall be appointed member of the Supervisory Board of the Bank for the joint term of office of the Supervisory Board which will start at the day of the this Ordinary General Meeting.

§ 2.

The Resolution takes effect as of the date of its adoption.

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 730,698,593 votes 'for', 8,019,585 'against', and 92,283,891 'abstentions'.

**RESOLUTION No. 38/2011
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2011**

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

Pursuant to Article 385 par.1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1.

Piotr Marczak shall be appointed member of the Supervisory Board of the Bank for the joint term of office of the Supervisory Board which will start at the day of the this Ordinary General Meeting.

§ 2.

The Resolution takes effect as of the date of its adoption.

831,002,069 valid votes were cast on adopting the resolution, from 831,002,069 shares representing 66.4802 per cent of the share capital, with 768,221,235 votes 'for', 8,019,585 'against', and 54,761,249 'abstentions'.