

**RESOLUTION No. /2021
of the Extraordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 12 October 2021**

on the election of the Chairman of the Extraordinary General Meeting

Pursuant to Article 409 § 1 of the Commercial Companies Code the Extraordinary General Meeting elects as its Chairman

Rationale

to draft resolution on the election of the Chairman of the Extraordinary General Meeting

Pursuant to Article 409 § 1 of the Commercial Companies Code, the chairman shall be elected from among those entitled to participate in the general meeting. Pursuant to § 6 item 2 of the PKO Bank Polski S.A. General Meeting's Rules and Regulations, the person opening the General Meeting conducts the election of the Chairman of the General Meeting in a secret ballot, ensures the correct conduct of voting, and announces the result.

In relation to the above the resolution should be considered at the Extraordinary General Meeting.

**RESOLUTION No. /2021
of the Extraordinary General Meeting of
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 12 October 2021**

**on dismissing a member of the Supervisory Board of
Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

Acting on the basis of Article 22 (2) of the Banking Law, the Extraordinary General Meeting shall resolve as follows:

§ 1.

..... shall be dismissed from the Supervisory Board.

§ 2.

The resolution shall enter into force upon being adopted.

**Rationale
to the draft resolution on dismissing a member of the Supervisory Board of
Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

According to Article 22 (2) of the Banking Law, the general meeting of a bank shall appoint and dismiss the members of the supervisory board taking into account the assessment of compliance with the conditions set out in Article 22 aa.

Therefore, a draft of this resolution has been presented for consideration by the Extraordinary General Meeting.

**RESOLUTION No. /2021
of the Extraordinary General Meeting of
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 12 October 2021**

**on appointing a member of the Supervisory Board of
Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

Acting on the basis of Article 22 (2) of the Banking Law, the Extraordinary General Meeting (on a basis of the § 5 (2) (1) of the Policy concerning the assessment of the suitability of candidates for membership of and the members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A. adopted by the Resolution No. 34/2020 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 26 August 2020 and amended by the Resolution No. 34/2021 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna on 7 June 2021) having assessed the candidate's compliance with the requirements referred to in Article 22aa of the Banking Law and the Guidelines of the European Banking Authority and the European Securities and Markets Authority on the assessment of the suitability of members of management bodies and key function holders (ESMA71-99-598 EBA/GL/2017/12, 21/03/2018), shall resolve as follows:

§ 1.

..... shall be appointed to the Supervisory Board.

§ 2.

The resolution shall enter into force upon being adopted.

**Rationale
to the draft resolution on appointing a member of the Supervisory Board of
Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

According to Article 22 (2) of the Banking Law, the general meeting of a bank shall appoint and dismiss the members of the supervisory board taking into account the assessment of compliance with the conditions set out in Article 22 aa.

According to the § 5 (2) (1) of the Policy concerning the assessment of the suitability of candidates for membership of and the members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A. introduced by the Resolution No. 34/2020 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna on 26 August 2020 and amended by the Resolution No. 34/2021 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna on 7 June

2021, individual suitability shall be assessed by the General Meeting as part of a preliminary assessment – carried out in connection with appointing a Supervisory Board member.

Therefore, a draft of this resolution has been presented for consideration by the Extraordinary General Meeting.

**RESOLUTION No. /2021
of the Extraordinary General Meeting of
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 12 October 2021**

**on the assessment of the collective suitability of the Supervisory Board of
Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

Acting on the basis of § 6 (3) of 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., introduced by Resolution No. 34/2020 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 26 August 2020 and amended by the Resolution No. 34/2021 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna on 7 June 2021, in conjunction with Article 22aa of the Banking Law and the Guidelines of the European Banking Authority and the European Securities and Markets Authority on the assessment of the suitability of members of the management body and key function holders (ESMA71-99-598 EBA/GL/2017/12, 21/03/2018), the Extraordinary General Meeting shall resolve as follows:

§ 1.

In connection with the change in the composition of the Supervisory Board by the Extraordinary General Meeting, the collective suitability of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A. shall be attested.

§ 2.

The resolution shall enter into force upon being adopted.

**Rationale
to the draft resolution on the assessment of the collective suitability of the Supervisory Board of
Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

According to Article § 6 (3) and § 5 (4) (1) of 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., introduced by Resolution No. 34/2020 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 26 August 2020 and amended by the Resolution No. 34/2021 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna on 7 June 2021, the general meeting of a bank shall assess the collective suitability in the event of appointing new members to the Supervisory Board.

Given the above, a draft of this resolution for consideration by the Extraordinary General Meeting has been presented.

**RESOLUTION No. /2021
of the Extraordinary General Meeting of
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 12 October 2021**

**on incurring the costs of convening
and holding the Extraordinary General Meeting**

On the basis of Article 400 § 4 of the Commercial Companies Code, the Extraordinary General Meeting shall resolve as follows:

§ 1

The costs of convening and holding the Extraordinary General Meeting shall be incurred by the Company.

§ 2

The resolution shall enter into force upon being adopted.

**Rationale
to the draft resolution on incurring the costs of convening
and holding the Extraordinary General Meeting**

According to Article 400 § 4 of the Commercial Companies Code, the meeting referred to in § 1 (convened at the request of a shareholder or shareholders representing at least one-twentieth of the share capital) shall adopt a resolution on whether the costs of convening and holding the meeting are to be incurred by the company. The shareholders at whose request the meeting has been convened may apply to the registration court for exemption from the obligation to pay the costs imposed.

Therefore, a draft of this resolution has been presented for consideration by the Extraordinary General Meeting.