

**RESOLUTION No. 1/2007  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 26 April 2007**

**on the election of the General Meeting Chairman**

Pursuant to Art. 409§1 of the Companies and Partnerships Code the Annual General Meeting elects Marek Furtek Chairman of the Meeting.

**RESOLUTION No. 2/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**concerning the adoption of the agenda of the Annual General Meeting**

The Annual General Meeting adopts the following agenda:

- 1) opening the Annual General Meeting;
- 2) electing the Chairman of the Annual General Meeting;
- 3) declaring that the Annual General Meeting has been duly convened and is capable of adopting valid resolutions;
- 4) adopting the agenda;
- 5) presentation of the PKO BP S.A. Supervisory Board report on the outcome of the completed selection procedure for the positions of the President and Vice-Presidents of the Bank Management Board;
- 6) presentation of the PKO BP S.A. Supervisory Board report on the process of selling the hotels and offsite training centres;
- 7) presentation of the Bank Management Board information about the adopted strategy of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna;
- 8) considering the report of the Management Board on the activities of the Bank in the year 2006, also including information on the activities of the Management Board of the Bank as the governing body; also considering the financial statements of the Bank for the year 2006 and the motion of the Management Board on the distribution of the profit earned by the Bank in 2006;
- 9) considering the report of the Supervisory Board containing the results of evaluation of the report of the Management Board on the activities of the Bank in 2006, the 2006 financial statements of the Bank, the motion of the Management Board on the distribution of the profit earned by the Bank in 2006 and the report on the activities of the Supervisory Board as the governing body in 2006;
- 10) adopting resolutions on:
  - a) approving the report of the Management Board on the activities of the Bank in 2006,
  - b) approving the financial statements of the Bank for the year 2006,
  - c) approving the report of the Supervisory Board on the activities of the Bank in 2006,
  - d) the distribution of the profit earned by the Bank in 2006,
  - e) the payment of dividend for the year 2006,
  - f) the acknowledgment of due performance of duties vested in the Management Board members in 2006,
  - g) the acknowledgment of due performance of duties vested in the Supervisory Board members in 2006,
- 11) considering the report on the activities of the PKO BP S.A. Capital Group in 2006 and the 2006 consolidated financial statements of the PKO BP S.A. Capital Group, and adopting resolutions on:

- a) approving the report on the activities of the PKO BP S.A. Capital Group in 2006,
  - b) approving the 2006 consolidated financial statements of the PKO BP S.A. Capital Group,
- 12) adopting a resolution on principles and amount of remuneration of the Bank Management Board President,
  - 13) approving the Rules and Regulations of the PKO BP S.A. Supervisory Board,
  - 14) adopting resolutions on amendments to the Articles of Association of the Bank,
  - 15) closing the General Meeting.

**RESOLUTION No. 3/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on the approval of the report on the activities of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna in 2006**

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

§ 1

Hereby approved is the Management Board's report on the activities of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna in 2006, also containing information on the activities of the Management Board as a governing body of the Company.

§ 2

This resolution shall come into force as of its adoption.

**RESOLUTION No. 4/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on the approval of the 2006 financial statements of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

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

§ 1

To approve the financial statements of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2006 consisting of the following:

- 1) balance sheet as at 31 December 2006 showing PLN 99,052,833,000 on the assets and liabilities sides;
- 2) profit and loss account for the period from 1 January 2006 to 31 December 2006 showing net profit of PLN 2,047,391,000;
- 3) cash flow statement showing an increase in net cash during the period from 1 January 2006 to 31 December 2006 by PLN 2,675,007,000;
- 4) statement of changes in shareholders' equity;
- 5) notes to the financial statements.

§ 2

This resolution shall come into force as of its adoption.

**RESOLUTION No. 5/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on the approval of the Supervisory Board report on the Supervisory Board activities in 2006**

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

§ 1

Hereby approved is the Supervisory Board report on the Supervisory Board activities in 2006.

§ 2

This resolution shall come into force as of its adoption.

**RESOLUTION No. 6/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**concerning the distribution of profit of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna earned in 2006**

Pursuant to Art. 395§2.2 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

The net profit of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for the period from 1 January 2006 to 31 December 2006 in the amount of PLN 2,047,391,000 shall be distributed as follows:

1)	dividend for the shareholders	PLN 980,000,000
2)	reserve capital	PLN 1,062,391,000
3)	reserves	PLN 5,000,000

§ 2

This resolution shall come into force as of its adoption.

**RESOLUTION No. 7/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**concerning the payment of dividend for the year 2006**

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

§ 1

1. Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall pay dividend in respect of the year 2006 in the amount of PLN 0.98 gross per share.
2. The list of shareholders entitled to receive the 2006 dividend shall be established as at 20 July 2007.
3. The dividend shall be paid on 2 August 2007.
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 its adoption.



**RESOLUTION No. 8/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Management Board for the year 2006**

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

§ 1

To acknowledge the fulfilment of duties in 2006 by Mr Andrzej Podsiadło, President of the Bank's Management Board (until 29 September 2006).

§ 2

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

**RESOLUTION No. 9/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Management Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Mr Sławomir Skrzypek, Vice-President of the Bank's Management Board, acting as the President of the Bank's Management Board since 29 September 2006.

§ 2

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

**RESOLUTION No. 10/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Management Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Mr Kazimierz Małecki, Vice-President First Deputy President of the Bank's Management Board.

§ 2

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

**RESOLUTION No. 11/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Management Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Mr Jarosław Myjak, Vice-President of the Bank's Management Board (from 2 October 2006 until 30 November 2006).

§ 2

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

**RESOLUTION No. 12/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Management Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Ms Danuta Demianiuk, Vice-President of the Bank's Management Board.

§ 2

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

**RESOLUTION No. 13/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Management Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Mr Jacek Obłękowski, member of the Bank's Management Board acting as Vice-President of the Management Board since 29 September 2006.

§ 2

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

**RESOLUTION No. 14/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Management Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Mr Zdzisław Sokal, member of the Bank's Management Board (since 1 July 2006), acting as Vice-President of the Management Board since 29 September 2006.

§ 2

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

**RESOLUTION No. 15/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Management Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Mr Wojciech Kwiatkowski, Vice-President of the Bank's Management Board (since 1 November 2006).

§ 2

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



**RESOLUTION No. 16/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Management Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Mr Rafał Juszcak, member of the Bank's Management Board (since 1 July 2006), acting as Vice-President of the Bank's Management Board since 29 September 2006.

§ 2

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

**RESOLUTION No. 17/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Management Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Mr Piotr Kamiński, member of the Bank's Management Board (until 9 March 2006).

§ 2

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

**RESOLUTION No. 18/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Management Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Ms Krystyna Szewczyk, member of the Bank's Management Board (until 26 June 2006).

§ 2

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

**RESOLUTION No. 19/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Supervisory Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Mr Bazyli Samojlik, President of the Bank's Supervisory Board (until 18 April 2006).

§ 2

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

**RESOLUTION No. 20/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Supervisory Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Mr Krzysztof Zdanowski, Secretary of the Bank's Supervisory Board (until 18 April 2006).

§ 2

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

**RESOLUTION No. 21/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Supervisory Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Mr Andrzej Giryn, member of the Bank's Supervisory Board (until 18 April 2006).

§ 2

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

**RESOLUTION No. 22/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Supervisory Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Mr Stanisław Kasiewicz, member of the Bank's Supervisory Board (until 18 April 2006).

§ 2

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

**RESOLUTION No. 23/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Supervisory Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Mr Ryszard Kokoszczyński, member of the Bank's Supervisory Board (until 18 April 2006).

§ 2

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



**RESOLUTION No. 24/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Supervisory Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Ms Czesława Siwek, member of the Bank's Supervisory Board (until 18 April 2006).

§ 2

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

**RESOLUTION No. 25/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Supervisory Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Mr Władysław Szymański, member of the Bank's Supervisory Board (until 18 April 2006).

§ 2

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

**RESOLUTION No. 26/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Supervisory Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Mr Jerzy Osiatyński, member of the Bank's Supervisory Board.

§ 2

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

**RESOLUTION No. 27/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Supervisory Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Mr Marek Głuchowski, President of the Bank's Supervisory Board (since 18 April 2006).

§ 2

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

**RESOLUTION No. 28/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Supervisory Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Ms Urszula Pałaszek, Vice-President of the Bank's Supervisory Board.

§ 2

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

**RESOLUTION No. 29/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Supervisory Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Mr Tomasz Siemiątkowski, member of the Bank's Supervisory Board (since 18 April 2006), appointed Secretary of the Supervisory Board (since 26 June 2006).

§ 2

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

**RESOLUTION No. 30/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Supervisory Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Mr Jerzy Michałowski, member of the Bank's Supervisory Board (since 18 April 2006).

§ 2

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

**RESOLUTION No. 31/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Supervisory Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Mr Adam Skowroński, member of the Bank's Supervisory Board (since 18 April 2006).

§ 2

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



**RESOLUTION No. 32/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on acknowledging the fulfilment of duties by a member of the Bank's Supervisory Board for the year 2006**

Pursuant to Art. 395§2.3 of the Companies and Partnerships Code the Annual General Meeting resolves as follows:

§ 1

To acknowledge the fulfilment of duties in 2006 by Ms Agnieszka Winnik-Kalemba, member of the Bank's Supervisory Board (since 18 April 2006).

§ 2

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

**RESOLUTION No. 33/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**concerning the approval of the Bank Management Board report on the activities of the PKO BP S.A. Group in 2006**

Pursuant to Art. 395§5 of the Companies and Partnerships Code the Annual 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 become effective as of the date of its adoption.

**RESOLUTION No. 34/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**concerning the approval of the 2006 consolidated financial statements of the PKO BP S.A. Group**

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

§ 1

Hereby approved are the 2006 financial statements of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Group consisting of the following:

- 1) consolidated balance sheet as at 31 December 2006 showing PLN 101,261,213,000 on the assets and liabilities sides;
- 2) profit and loss account for the period from 1 January 2006 to 31 December 2006 showing net profit of PLN 2,149,052,000;
- 3) cash flow statement showing an increase in net cash during the period from 1 January 2006 to 31 December 2006 by PLN 2,772,550,000;
- 4) statement of changes in shareholders' equity;
- 5) notes to the financial statements.

§ 2

This resolution shall come into force as of its adoption.

**RESOLUTION No. 35/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**concerning amendments to the draft resolution on the principles of remunerating the President of the Bank Management Board**

The Annual General Meeting hereby amends the draft resolution on the principles of remunerating the President of the Bank Management Board in such a way that:

- the preamble to the resolution shall read as follows:

“Pursuant to Art. 6.2, Art. 5, Art. 10.2 and Art. 12 of the Law on Remunerating Managers of Certain Legal Entities dated 3 March 2000 (Journal of Laws of 2001 No. 26, item 306, as amended), hereinafter referred to as the “Law”, the ordinance of the Chairman of the Council of Ministers of 21 January 2003 on the detailed list of additional benefits which may be granted to managers of certain legal entities and the procedure of their granting (Journal of Laws No. 14, item 139), hereinafter referred to as the “ordinance” and Art. 101<sup>1</sup> and 101<sup>2</sup> of the Labour Code, the following is resolved on principles of remunerating the President of the Management Board of PKO BP SA.”

- §3 of that resolution shall read as follows:

“§ 3

1. The President of the Bank Management Board is entitled to the following additional employment-related benefits as set out in the Law and the ordinance:
  - 1) a jubilee award granted not more than every 5 years;
  - 2) a bonus due in the event of expiration of employment relationship due to retirement to take a disability or old-age pension, hereinafter referred as the “money bonus”;
  - 3) reimbursement for partial costs of use of the residential premises made available, including the company apartment;
  - 4) benefits related to using the partially payable telecommunications services;
  - 5) benefits related to additional health, property and personal insurance;- in the amount not exceeding the maximum amount of those additional benefits set out on the applicable laws and regulations.
  
2. The maximum value of all the additional benefits granted to the President of the Bank Management Board may not exceed 12 times the average monthly remuneration adopted as the basis for establishing the monthly remuneration of the President of the Bank Management Board.”



**RESOLUTION No. 36/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**on principles of remunerating the President of the Management Board**  
**of PKO BP S.A.**

Pursuant to Art. 6.2, Art. 5, Art. 10.2 and Art. 12 of the Law on Remunerating Managers of Certain Legal Entities dated 3 March 2000 (Journal of Laws of 2001 No. 26, item 306, as amended), hereinafter referred to as the "Law", the ordinance of the Chairman of the Council of Ministers of 21 January 2003 on the detailed list of additional benefits which may be granted to managers of certain legal entities and the procedure of their granting (Journal of Laws No. 14, item 139), hereinafter referred to as the "ordinance" and Art. 101<sup>1</sup> and 101<sup>2</sup> of the Labour Code, the following is resolved on principles of remunerating the President of the Management Board of PKO BP SA:

§ 1

The President of the Bank Management Board is employed under a contract of employment for an unspecified period of time.

§ 2

1. The President of the Bank Management Board is entitled to a monthly remuneration in the maximum amount allowed in the Law.
2. The remuneration shall be paid to the President of the Bank Management Board in accordance with separate internal Bank regulations setting out the method of payment of remuneration to the Bank employees.

§ 3

1. The President of the Bank Management Board is entitled to the following additional employment-related benefits as set out in the Law and the ordinance:
  - 1) a jubilee award granted not more than every 5 years;
  - 2) a bonus due in the event of expiration of employment relationship due to retirement to take a disability or old-age pension, hereinafter referred as the "money bonus";
  - 3) reimbursement for partial costs of use of the residential premises made available, including the company apartment;
  - 4) benefits related to using the partially payable telecommunications services;
  - 5) benefits related to additional health, property and personal insurance;  
- in the amount not exceeding the maximum amount of those additional benefits set out on the applicable laws and regulations.

2. The maximum value of all the additional benefits granted to the President of the Bank Management Board may not exceed 12 times the average monthly remuneration adopted as the basis for establishing the monthly remuneration of the President of the Bank Management Board.

#### § 4

1. The President of the Bank Management Board may be granted an annual bonus on the terms set out in Art. 10 of the Law.
2. The bonus referred to at 1. above shall be granted by the General Meeting of the Bank.

#### § 5

If the Bank terminates the contract of employment for reasons other than infringement of basic employee duties, the President of the Bank Management Board will be entitled to severance pay equal to 13 times the monthly remuneration.

#### § 6

1. A non-competition agreement is entered into with the President of the Bank Management Board in respect of his employment period and thereafter whereby for 6 months after the termination of his employment contract the President of the Bank Management Board may not engage in any activity competitive in respect of the Bank or be retained either under a contract of employment or otherwise by any entity carrying on such a competitive activity.
2. During the non-competition period following the termination of his employment, the President of the Bank Management Board shall receive compensation equal to 100% of his monthly remuneration received before the termination of his employment, to be paid monthly in arrears throughout the non-competition period.

#### § 7

This resolution shall come into force as of its adoption.

**RESOLUTION No. 37/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**concerning the approval of the Supervisory Board Rules and Regulations**

Pursuant to §9.1.2 of the Bank's Articles of Association the Annual General Meeting resolves as follows:

§ 1

Hereby approved are the Supervisory Board Rules and Regulations adopted by the resolution of the Supervisory Board no. 44/2007 of 2 April 2007 concerning the Rules and Regulations of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna.

§ 2

This resolution shall come into force as of its adoption.



**RESOLUTION No. 38/2007  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 26 April 2007**

**concerning amendments to the draft resolution on amendments to Art. 23.4  
of the Articles of Association of Powszechna Kasa Oszczędności Bank Polski  
Spółka Akcyjna**

The Annual General Meeting hereby amends the draft resolution amending Art. 23.4 of the Articles of Associations in such a way that it shall read as follows:

“The member of the Management Board whose appointment was approved by the Commission for Banking Supervision shall be responsible in particular for the matters related to risk management including credit risk.”

**RESOLUTION No. 39/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

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

Pursuant to art. 430 § 1 of the Companies and Partnerships Code, it is resolved as follows:

§ 1.

§ 4.2.6 of the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall read as follows:

“6) acting as a depositary pursuant to the provisions of the Act on Organisation and Operation of Pension Funds and Act on Investment Funds,”.

§ 2.

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

**RESOLUTION No. 40/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

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

Pursuant to art. 430 § 1 of the Companies and Partnerships Code, it is resolved as follows:

§ 1.

§ 4.2 of the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall be amended by adding point 15 to read as follows:  
„15) services of selling and redeeming investment fund units.”

§ 2.

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

**RESOLUTION No. 41/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

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

Pursuant to art. 430 § 1 of the Companies and Partnerships Code, it is resolved as follows:

§ 1.

§ 11.6 of the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall read as follows:

„6. If, following the expiration of the mandate of a Supervisory Board member, the number of Supervisory Board members falls below the minimum specified at § 11.1, the Management Board shall promptly convene the General Meeting in order to supplement the composition of the Supervisory Board.”.

§ 2.

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

**RESOLUTION No. 42/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

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

Pursuant to art. 430 § 1 of the Companies and Partnerships Code, it is resolved as follows:

§ 1.

The Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall be amended as follows:

1) § 15.1.8 shall read as follows:

„appointing and dismissing by secret vote the Vice-Presidents and other members of the Management Board, upon a motion of the President of the Management Board,”;

2) § 18.2 shall read as follows:

„The Management Board shall include: the President of the Management Board, Vice-Presidents and other members of the Management Board.”;

3) At § 23

a) sub-paragraph 1.7 shall read as follows:

„present motions to the Supervisory Board for appointment and dismissal of the Vice-Presidents and other members of the Management Board,”,

b) sub-paragraph 3 shall read as follows:

„During the absence of the President of the Management Board his or her duties shall be fulfilled by a member of the Management Board appointed by the President of the Management Board.”.

§ 2.

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

**RESOLUTION No. 43/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

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

Pursuant to art. 430 § 1 of the Companies and Partnerships Code, it is resolved as follows:

§ 1.

§ 18.1 of the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall read as follows:

„The Management Board shall consist of 3 (three) to 9 (nine) members.”

§ 2.

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

**RESOLUTION No. 44/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

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

Pursuant to art. 430 § 1 of the Companies and Partnerships Code, it is resolved as follows:

§ 1.

§ 21 of the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall be amended as follows:

- 1) § 21.3 shall be deleted,
- 2) § 21.4 shall be renumbered as § 21.3

§ 2.

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

**RESOLUTION No. 45/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

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

Pursuant to art. 430 § 1 of the Companies and Partnerships Code, it is resolved as follows:

§ 1.

The Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall be amended as follows:

- 1) § 22.3 shall read as follows:  
“The Management Board shall make its determinations by way of resolutions.”,
- 2) § 25.1.2 shall be deleted,
- 3) § 22.1.3 and § 22.1.4 shall be renumbered as § 22.1.2 and § 22.1.3 respectively.

§ 2.

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



**RESOLUTION No. 46/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

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

Pursuant to art. 430 § 1 of the Companies and Partnerships Code, it is resolved as follows:

§ 1.

The Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall be amended as follows:

1) § 23.2 shall read as follows:

“In particular the President of the Management Board shall be responsible for the matters related to supervision over the functions supporting the operation of the Bank’s governing bodies and matters related to supervision over the functions supporting the operation of the standing committees of the Bank, and the matters related to internal audit, communication and promotion, legal matters and human resources management.”;

2) § 23.4 shall read as follows:

“The member of the Management Board whose appointment was approved by the Commission for Banking Supervision shall be responsible in particular for the matters related to risk management including credit risk.”

§ 2.

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

**RESOLUTION No. 47/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

**Amending resolution No. 46/2007 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna on amendments to the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

Pursuant to Art. 430 of the Commercial Companies Code the Annual General Meeting resolves as follows:

§ 1.

Item 1 of §1 of Resolution No. 46/2007 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 26 April 2007 on amendments to the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall read as follows:

1) § 23.2 shall read as follows:

“In particular the President of the Management Board shall be responsible for the matters related to supervision over the functions supporting the operation of the Bank’s governing bodies and matters related to supervision over the functions supporting the operation of the standing committees of the Bank, and the matters related to internal audit, communication and promotion, and legal matters.”

§ 2.

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

**RESOLUTION No. 48/2007**  
**of the Annual General Meeting**  
**of Powszechna Kasa Oszczędności**  
**Bank Polski Spółka Akcyjna**  
**of 26 April 2007**

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

Pursuant to art. 430 § 1 of the Companies and Partnerships Code, in connection with art. 9c of the Banking Law, it is resolved as follows:

§ 1.

§ 26 of the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall be amended by adding § 26.6 to read as follows:

“6. Appointment and dismissal of the director and deputy directors of the internal audit unit requires prior approval of the Supervisory Board.”

§ 2.

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

**RESOLUTION No. 49/2007  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 26 April 2007**

**concerning the authorisation for the Bank Supervisory Board to establish a consolidated text of the amended Articles of Association**

Pursuant to Art. 430 § 5 of the Companies and Partnerships Code, it is as follows:

§ 1

The Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna authorises the Bank Supervisory Board to establish a consolidated text of the amended Articles of Association of the Bank.

§ 2

This resolution shall come into force as of its adoption.