

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

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

**Explanation
to draft resolution on**

the election of the Chairman of the Ordinary General Meeting

Pursuant to Article 409(1) of the Code of Commercial Partnerships and Companies, the chairperson shall be elected from among those entitled to participate in the general meeting. Pursuant to par. 6(2) of the General Meeting's Rules of Procedure, the person opening the General Meeting conducts the election of the Chairperson 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 Ordinary General Meeting.

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

Resolution No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010

on adoption of the Agenda of the Ordinary General Meeting

The Ordinary General Meeting approves the following Agenda:

- 1) opening of the Ordinary General Meeting;
- 2) election of the Chairperson of the Ordinary General Meeting;
- 3) declaration that the Ordinary General Meeting has been duly convened and is capable of adopting valid resolutions;
- 4) adoption of the Agenda of the Ordinary General Meeting;
- 5) examination of the report of the Bank's Management Board on the activities of the PKO Bank Polski SA in 2009, including information on the activities of the Management Board of the Bank as the company body; also examining the financial statement of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2009 and the motion of the Management Board of the Bank on the distribution of the profit earned by PKO Bank Polski SA for 2009;
- 6) examination of the report of the Management Board of the Bank on the activities of the PKO Bank Polski SA Group in 2009 and the consolidated financial statement of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Group for 2009;
- 7) examination of the report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna containing the results of evaluation of: the financial statement of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2009, the report of the Management Board of the Bank on the activities of PKO Bank Polski SA in 2009, the motion of the Management Board of the Bank on the distribution of the profit earned by PKO Bank Polski SA in 2009 and the report on the activities of the Supervisory Board of the Bank as the company body in 2009;
- 8) adoption of resolutions on the following business:

- a) approving the report of the Management Board of the Bank on the activities of PKO Bank Polski SA in 2009;
 - b) approving the financial statement of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2009;
 - c) approving the report of the Management Board of the Bank on the activities of the PKO Bank Polski SA Group in 2009;
 - d) approving the consolidated financial statement of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Group for 2009;
 - e) approving the report of the Supervisory Board of the Bank on the activities of the Supervisory Board of the Bank as the company body in 2009;
 - f) distribution of the profit earned by PKO Bank Polski SA in 2009;
 - g) payment of dividend for the year 2009;
 - h) granting a vote of acceptance to members of the Management Board of the Bank for 2009;
 - i) granting a vote of acceptance to members of the Supervisory Board of the Bank for 2009;
- 9) adoption of a resolution on the amendments to the Article of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna;
 - 10) adoption of a resolution on the amendments to the Rules and Regulations of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna;
 - 11) adoption of a resolution on principles of remuneration of the members of the Supervisory Board of the Bank;
 - 12) presentation of the information of the Supervisory Board of the Bank on the outcome of the completed selection procedure for the positions of the President and Vice-President of the Management Board of the Bank;
 - 13) presentation of the report of the Supervisory Board of the Bank on the process of selling training and recreation centres;
 - 14) closure of the Meeting.

**Explanation
to the draft resolution on
the adoption of the Agenda of the Ordinary General Meeting**

Pursuant to § 8(1) of the General Meeting Rules of Procedure, the Chairperson of the Ordinary General Meeting presents the Agenda for approval by the General Meeting.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on approving of report of the Management Board of the Bank on the activities of PKO Bank Polski SA in 2009

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 2009, including information on the activities of the Management Board of the Bank as the company body.

§ 2.

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

Explanation

to the draft resolution on approving the report of the Management Board of the Bank on the activities of PKO Bank Polski SA for 2009

Pursuant to Article 395(2)(1) of the Code of Commercial Partnerships and Companies, the ordinary general meeting shall examine and approve the Management Board's report on company activities for the preceding financial year.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**Resolution No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on approving the financial statement of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2009

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 statement of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2009, composed of:

- 1) selected financial data;
- 2) the profit and loss account for the period from 1 January 2009 to 31 December 2009, reporting a net profit in the amount of PLN 2,432,152k;
- 3) statement of comprehensive income;
- 4) statement of financial position as of 31 December 2009, reporting assets and liabilities amounting to PLN 153,647,479k;
- 5) statement of changes in equity;
- 6) statement of cash flow, showing an increase in net cash in the period between 1 January 2009 and 31 December 2009 by PLN 562,151k.
- 7) supplementary information to the financial statement.

§ 2.

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

Explanation

to the draft resolution on approving the financial statement of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2009

Pursuant to Article 395(2)(1) the Code of Commercial Partnerships and Companies, the ordinary general meeting shall examine and approve the financial statement for the preceding financial year.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on approving the report of the Management Board of the Bank on the activities of the PKO Bank Polski SA Group in 2009

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 Group in 2009.

§ 2.

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

Explanation

to the draft resolution on approving the report of the Management Board on the activities of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Group for 2009

Pursuant to Article 395(5) of the Code of Commercial Partnerships and Companies, the ordinary general meeting shall examine and approve financial statement of the group within the meaning of the provisions on accounting. Pursuant to Article 55 (2) of the Accounting Act, the consolidated annual financial statement of the group must be supplemented with a report on the activities of the group.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**Resolution No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on approving the consolidated financial statement of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Group for 2009

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 statement of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Group for 2009, composed of:

- 1) selected financial data from the consolidated financial statement;
- 2) consolidated profit and loss account for the period from 1 January 2009 to 31 December 2009, reporting a net profit in the amount of PLN 2,305,538k;
- 3) consolidated statement of comprehensive income;
- 4) consolidated statement of financial position as of 31 December 2009, reporting assets and liabilities amounting to PLN 156,478,685k;
- 5) consolidated statement of changes in equity;
- 6) consolidated statement of cash flow, showing an increase in net cash in the period between 1 January 2009 and 31 December 2009 by PLN 722,150k.
- 7) supplementary information to the financial statement.

§ 2.

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

Explanation

to the draft resolution on approving the consolidated financial statement of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Group for 2009

Pursuant to Article 395(5) of the Code of Commercial Partnerships and Companies, the ordinary general meeting shall examine and approve financial statement of the group within the meaning of the provisions on accounting.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on approving the report of the Supervisory Board of the Bank on the activities of the Supervisory Board of the Bank as the company body in 2009

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 Bank as the company body in 2009 is hereby approved.

§ 2

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

Explanation

to the draft resolution on approving the report of the Supervisory Board of the Bank on the activities of the Supervisory Board of the Bank as the company body for 2009

Pursuant to Article 382(3) of the Code of Commercial Partnerships and Companies, special duties of the supervisory board shall include appraising the reports referred to in the Article 395(2)(1) of the Code of Commercial Partnerships and Companies, to the extent of their conformity with books and documents and with the actual state of things, and management board motions on the distribution of profit or covering loss, as well as submitting to the general meeting annual written reports on findings of the appraisals.

In relation to the above-mentioned duty, the Supervisory Board has prepared the above report and presented it for approval.

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on the distribution of the profit earned by the Bank in 2009

Pursuant to Article 395(2)(2) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna adopts the following:

§ 1.

The net profit earned by Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna in the period between 1 January 2009 and 31 December 2009 that amounts to PLN 2,432,152k shall be distributed in the following manner:

- | | |
|--|-----------------|
| 1) dividends for the shareholders in the amount of | PLN 1,000,000k; |
| 2) the reserve capital in the amount of | PLN 1,425,000k; |
| 3) the reserves in the amount of | PLN 7,152k. |

§ 2.

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

EXPLANATION

to the draft resolution on the distribution of the profit earned by PKO Bank Polski SA in 2009

Pursuant to the provisions of the Code of Commercial Partnerships and Companies, the ordinary general meeting decides on the distribution of the net profit. It is proposed that the net profit earned from 1 January to 31 December 2009 be distributed in the manner specified in the draft resolution of the Ordinary General Meeting.

In relation to the **dividends** for the shareholders - in compliance with the declaration of the Management Board of the Bank recommending the disbursement of the dividends at the level of about 40%, as specified in the prospectus accompanying the issuance of PKO BP SA shares with the pre-emptive right and approved by the KNF on 28 September 2009 - it is proposed that the dividends should amount to PLN 1,000,000k, i.e. 41.12% of the profit earned in 2009 (PLN 0.80 per share to be paid from the net profit made in 2009).

The decrease in the capital by the proposed value of the dividends should not put at risk further development of the Bank in line with its adopted strategy.

In relation to the **supplementary capital**:

- it is proposed to perform a write-off in the amount of PLN 1,425,000k, i.e. 58.59% of the distributed profit for 2009;
- this considerable write-off in favour of the supplementary capital is justified above all by the importance of this capital in the event of a balance sheet loss;
- in compliance with the Articles of Association and the Code of Commercial Partnerships and Companies, the supplementary capital is the main source of funds used for covering potential losses, and only after this capital is no longer available is it possible to make use of other resources.

After the distribution, the supplementary capital will increase from PLN 12,048,111k to PLN 13,473,111k.

In relation to the **reserve capital**:

- it is proposed to perform a write-off in the amount of PLN 7,152k. Its recognition in the annual distribution of profit is necessary, because according to the

provisions of the Articles of Association the Bank is obliged to perform write-offs in favour of the reserve capital from the profits earned in each financial year;

- since the reserve capital is used to cover exceptional losses or expenditures (Article 396(4) of the Code of Commercial Partnerships and Companies), made more specific by the Supervisory Board in the Rules and Regulations, introduced by means of resolution No. 20/I/2000 of the Supervisory Board of PKO BP SA of 3 October 2000 concerning utilisation of the reserve capital in Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, it is proposed to perform a write-off in the amount 0.29% of net profit, which should be a sufficient sum considering the purpose of the reserve capital. In accordance with the Rules and Regulations, the reserve capital is to be used to cover the balance sheet losses, including offsetting the negative financial results or minimising the results of transitory financial difficulties. After the distribution, the reserves will increase from PLN 3,276,260k to PLN 3,283,412k.

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on the payment of dividend for the year 2009

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 2009 in the amount of PLN 0.80 per each share.
2. The dividend day shall be 7 September 2010.
3. The dividend shall be payable on 23 September 2010.
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.

Explanation

to the draft resolution on the payment of dividend for the year 2009

In relation to the proposal concerning the distribution of the profit made for 2009, included in the resolution of the Management Board of the Bank of 13 April 2010 on the distribution of profit earned by the Bank for 2009, there is a need to establish the rules of disbursement of the dividend.

Pursuant to Article 348(3) of the Code of Commercial Partnerships and Companies, the ordinary general meeting of a public company shall fix the dividend day and the dividend disbursement time. The dividend day may be set as the day on which the resolution was adopted, or as any other day within the consecutive three months thereafter.

In compliance with " Code of Best Practices for Warsaw Stock Exchange Listed Companies", the dividend day and the date of dividend disbursement should be as close to each other as possible, the period of time between them not exceeding 15 business days.

In addition, pursuant to Article 124(2) of the Rules of the National Depository for Securities, the dividend disbursement day should be at least 10 days later than the dividend day. Pursuant to § 5 of the Rules and Regulations of the National Depository for Securities, the 10 days that separate the dividend day and the payment date do not include public holidays set in separate laws and Saturdays.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on granting a vote of acceptance to a member of the Management Board of the Bank for 2009

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, performing the duties of the President of the Management Board of the Bank from 1 October 2009, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2009.

§ 2

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

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Management Board of the Bank for 2009

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 October 2009 to 31 December 2009, when Mr Zbigniew Jagiełło performed the duties of the President of the Management Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on granting a vote of acceptance to a member of the Management Board of the Bank for 2009

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 2009.

§ 2

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

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Management Board of the Bank for 2009

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2009 to 31 December 2009, when Mr Bartosz Drabikowski was a Vice-President of the Management Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

**on granting a vote of acceptance to a member of the Management Board of the
Bank for 2009**

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 2009.

§ 2

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

Explanation

**to the draft resolution on granting a vote of acceptance to a member of the
Management Board of the Bank for 2009**

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and
Companies, one of the issues discussed at the ordinary general meeting should be
granting a vote of acceptance to members of company bodies to confirm the discharge
of their duties. The granting of a vote of acceptance shall be for the period from 1
January 2009 to 31 December 2009, when Mr Krzysztof Dresler was a Vice-President
of the Management Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

**on granting a vote of acceptance to a member of the Management Board of the
Bank for 2009**

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 2009.

§ 2

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

Explanation

**to the draft resolution on granting a vote of acceptance to a member of the
Management Board of the Bank for 2009**

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and
Companies, one of the issues discussed at the ordinary general meeting should be
granting a vote of acceptance to members of company bodies to confirm the discharge
of their duties. The granting of a vote of acceptance shall be for the period from 1
January 2009 to 31 December 2009, when Mr Jarosław Myjak was a Vice-President of
the Management Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on granting a vote of acceptance to a member of the Management Board of the Bank for 2009

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, from 7 July 2009 to 1 October 2009 Acting President of the Management Board of the Bank, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2009.

§ 2

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

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Management Board of the Bank for 2009

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2009 to 31 December 2009, when Mr Wojciech Papierak was a Vice-President of the Management Board, and from 7 July 2009 to 1 October 2009 performed the duties of the President of the Management Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

**on granting a vote of acceptance to a member of the Management Board of the
Bank for 2009**

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, is hereby
granted a vote of acceptance to confirm the discharge of his duties in 2009.

§ 2

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

Explanation

**to the draft resolution on granting a vote of acceptance to a member of the
Management Board of the Bank for 2009**

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and
Companies, one of the issues discussed at the ordinary general meeting should be
granting a vote of acceptance to members of company bodies to confirm the discharge
of their duties. The granting of a vote of acceptance shall be for the period from 1
January 2009 to 31 December 2009, when Mr Mariusz Zarzycki was a Vice-President of
the Management Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

**on granting a vote of acceptance to a member of the Management Board of the
Bank for 2009**

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

§ 1

Mr Jerzy Pruski, President of the Management Board of the Bank to 7 July 2009, is
hereby granted a vote of acceptance to confirm the discharge of his duties in 2009.

§ 2

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

Explanation

**to the draft resolution on granting a vote of acceptance to a member of the Management
Board of the Bank for 2009**

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and
Companies, one of the issues discussed at the ordinary general meeting should be
granting a vote of acceptance to members of company bodies to confirm the discharge
of their duties. The granting of a vote of acceptance shall be for the period from 1
January 2009 to 7 July 2009, when Mr Jerzy Pruski was President of the Management
Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on granting a vote of acceptance to a member of the Management Board of the Bank for 2009

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

§ 1

Mr Tomasz Mironczuk, Vice-President of the Management Board of the Bank to 7 July 2009, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2009.

§ 2

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

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Management Board of the Bank for 2009

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2009 to 7 July 2009, when Mr Tomasz Mironczuk was a Vice-President of the Management Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

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, member of the Supervisory Board of the Bank from 20 April 2009 and the Chairperson of the Supervisory Board of the Bank from 31 August 2009, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2009.

§ 2

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

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 20 April 2009 to 31 December 2009, when Mr Cezary Banasiński was member of the Supervisory Board, and from 31 August 2009 the Chairman of the Supervisory Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

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 Chairperson of the Supervisory Board of the Bank from 31 August 2009, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2009.

§ 2

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

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 31 August 2009 to 31 December 2009, when Mr Tomasz Zganiacz was Deputy Chairperson of the Supervisory Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

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 2009.

§ 2

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

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, one of the issues discussed at the Ordinary General Meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2009 to 31 December 2009, when Mr Jan Bossak was member of the Supervisory Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

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 from 31 August 2009, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2009.

§ 2

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

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 31 August 2009 to 31 December 2009, when Mr Mirosław Czekaj was member of the Supervisory Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

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

§ 1

Mr Ireneusz Fařara, member of the Supervisory Board of the Bank from 31 August 2009, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2009.

§ 2

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

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 31 August 2009 to 31 December 2009, when Mr Ireneusz Fařara was member of the Supervisory Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

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 from 20 April 2009 and the Deputy Chairperson of the Supervisory Board of the Bank to 31 August 2009, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2009.

§ 2

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

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 20 April 2009 to 31 December 2009, when Mr Błażej Lepczyński was member of the Supervisory Board, and from 20 April 2009 to 31 August 2009 the Deputy Chairperson of the Supervisory Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

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 from 31 August 2009, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2009.

§ 2

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

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 31 August 2009 to 31 December 2009, when Mr Alojzy Zbigniew Nowak was member of the Supervisory Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

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

§ 1

Ms Marzena Piszczek, Chairperson of the Supervisory Board of the Bank to 31 August 2009, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2009.

§ 2

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

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2009 to 31 August 2009, when Ms Marzena Piszczek was Chairperson of the Supervisory Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

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

§ 1

Mr Eligiusz Jerzy Krześniak, Deputy Chairperson of the Supervisory Board of the Bank to 20 April 2009, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2009.

§ 2

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

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2009 to 20 April 2009, when Mr Eligiusz Jerzy Krześniak was Deputy Chairperson of the Supervisory Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

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

§ 1

Mr Jacek Gdański, member of the Supervisory Board of the Bank from 20 April 2009 to 21 August 2009, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2009.

§ 2

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

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 20 April 2009 to 21 August 2009, when Mr Jacek Gdański was member of the Supervisory Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

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

§ 1

Mr Epaminondas Jerzy Osiatyński, member of the Supervisory Board of the Bank to 20 April 2009, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2009.

§ 2

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

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2009 to 20 April 2009, when Mr Epaminondas Jerzy Osiatyński was member of the Supervisory Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

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

§ 1

Ms Urszula Pałaszek, member of the Supervisory Board of the Bank to 20 April 2009, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2009.

§ 2

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

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2009 to 20 April 2009, when Ms Urszula Pałaszek was member of the Supervisory Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

**on granting a vote of acceptance to a member of the Supervisory Board of the
Bank for 2009**

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

§ 1

Mr Roman Sobiecki, member of the Supervisory Board of the Bank to 20 April 2009, is
hereby granted a vote of acceptance to confirm the discharge of his duties in 2009.

§ 2

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

Explanation

**to the draft resolution on granting a vote of acceptance to a member of the
Supervisory Board of the Bank for 2009**

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and
Companies, one of the issues discussed at the ordinary general meeting should be
granting a vote of acceptance to members of company bodies to confirm the discharge
of their duties. The granting of a vote of acceptance shall be for the period from 1
January 2009 to 20 April 2009, when Mr Roman Sobiecki was member of the
Supervisory Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

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

§ 1

Mr Jerzy Stachowicz, member of the Supervisory Board of the Bank from 20 April 2009 to 31 August 2009, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2009.

§ 2

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

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 20 April 2009 to 31 August 2009, when Mr Jerzy Stachowicz was member of the Supervisory Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

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

§ 1

Mr Ryszard Wierzba, member of the Supervisory Board of the Bank to 31 August 2009, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2009.

§ 2

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

Explanation

to the draft resolution on granting a vote of acceptance to a member of the Supervisory Board of the Bank for 2009

Pursuant to Article 395(2)(3) of the Code of Commercial Partnerships and Companies, one of the issues discussed at the ordinary general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2009 to 31 August 2009, when Mr Ryszard Wierzba was member of the Supervisory Board of the Bank.

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

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on the 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 the wording specified in the Appendix to this resolution.

§ 2

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



PKO BANK POLSKI
SPÓŁKA AKCYJNA

ARTICLES OF ASSOCIATION

POWSZECHNA KASA OSZCZĘDNOŚCI

BANK POLSKI

SPÓŁKA AKCYJNA

I. General provisions

§ 1

1. Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, hereinafter referred to as the "**Bank**", is a bank operating pursuant to generally applicable laws and regulations, good practices pertaining to the banking industry adopted by Bank as well as to the Articles of Association, while maintaining the national character of the Bank.
2. The State Treasury is the founder of the Bank.

§ 2

1. The Bank operates under the name of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna.
2. The Bank may use the following abbreviated names: Powszechna Kasa Oszczędności Bank Polski S.A., PKO Bank Polski S.A. and PKO BP S.A.

§ 3

1. The registered seat of the Bank shall be in the capital city of Warsaw.
2. The Bank operates within the territory of the Republic of Poland and abroad.
3. The Bank may open branches, representative offices and other entities in Poland and abroad.

II. The scope of the Bank's business

§ 4

1. The scope of business of the Bank consists in the following banking operations:
 - 1) accepting cash deposits payable on demand or on a specified maturity and managing the bank's accounts for such deposits;
 - 2) managing other accounts of the bank;
 - 3) extending credit facilities;
 - 4) extending cash loans;
 - 5) extending and confirming bank guarantees as well as issuing and confirming letters of credit;
 - 6) carrying out inter-bank settlements;

- 7) operations on cheques, bills of exchange and warrants;
 - 8) issuing bank securities;
 - 9) issuing payment cards and performing operations with such cards;
 - 10) executing forward transactions;
 - 11) acquiring and disposing of cash receivables;
 - 12) issuing the electronic money instrument;
 - 13) performing operations relating to issue of securities;
 - 14) safekeeping valuables and securities and providing safe deposit facilities;
 - 15) performing banking operations on request of other banks;
 - 16) operating a building savings scheme;
 - 17) buying and selling foreign currencies;
 - 18) acting as intermediary in money transfers and settlements in foreign exchange transactions;
 - 19) granting and confirming sureties.
2. In addition to the activities referred to in Clause 1 above, the scope of business of the Bank includes:
- 1) servicing treasury loans and bonds;
 - 2) taking out credit facilities and cash loans;
 - 3) accepting guarantees and sureties;
 - 4) carrying out brokerage operations in accordance with principles set out in generally applicable laws and regulations;
 - 5) providing financial services in respect of customer acquisition within the meaning of the Act on Organisation and Operation of Pension Funds;
 - 6) performing the function of a depository on the basis of the Act on Organisation and Operation of Pension Funds and the Act on Investment Funds;
 - 7) trading in securities issued in Poland or abroad, within the scope and in accordance with principles set out in the generally applicable laws and regulations and maintaining a deposit of such securities;

- 8) operating school savings schemes;
 - 9) providing fiduciary services;
 - 10) providing insurance agency services;
 - 11) providing consulting services in financial matters;
 - 12) providing services in respect of transportation of valuables;
 - 13) arranging and servicing financial lease transactions;
 - 14) buying and selling of shares and receivables on its own account and providing factoring services.
 - 15) services of selling and redeeming of investment fund units.
3. In addition, the Bank may:
- 1) subscribe for or acquire shares or rights attached to shares, as well interests in other legal entities, and acquire participation units in investment funds;
 - 2) invest money in domestic and foreign securities;
 - 3) acquire and dispose of real-estate and movable property, and rent or lease such property;
 - 4) provide financial, settlement and advisory services in respect of financial market instruments;
 - 5) trade in securities;
 - 6) incur liabilities related to the issuing of securities;
 - 7) convert, on terms and conditions agreed with a debtor, liabilities into the debtor's assets.

§ 5

The Bank may instruct banks or other entities to perform activities falling within its scope of business and may provide financial services for the benefit of other entities.

III. Share capital

§ 6

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) registered series A shares numbered from A 000000001 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.
2. The conversion of A series shares into bearer shares and the transfer of these shares shall require consent expressed in a resolution of the Council of Ministers. The conversion into bearer shares or transfer of A series 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.
3. Subject to Art. 28.2 of the Banking Law, the conversion of bearer shares into registered shares is not allowed.

§ 7

1. The shares of the Bank may be redeemed only upon the consent of the shareholder.
2. The redemption of shares shall require a decrease of the share capital and may be only funded from net profit. The shares shall be redeemed against consideration.
3. The procedure of redemption of shares and the amount of consideration for the shares to be redeemed shall be specified in a resolution of the General Meeting.
4. The acquisition of own shares by the Bank with a view to redeeming such shares shall require a resolution of the General Meeting.

IV. Governing Bodies of the Bank

§ 8

The governing bodies of the Bank shall be:

- 1) the General Meeting;
- 2) the Supervisory Board;
- 3) the Management Board.

General Meeting

§ 9

1. In addition to other matters reserved by the generally applicable laws and regulations or the provisions of the Articles of Association, the General Meeting shall adopt resolutions in the following matters:
 - 1) appointing and dismissing the members of the Supervisory Board in accordance with § 11;
 - 2) approving the Rules and Regulations of the Supervisory Board;
 - 3) specifying the procedure for redemption of shares and the amount of consideration for the shares to be redeemed;
 - 4) creation and dissolution of special funds created from net profit;
 - 5) approving the Bank's disposing of real-estate or right of perpetual usufruct, if the value of the real-estate or the perpetual usufruct right being subject to such activities exceeds one fourth of the Bank's share capital; such an approval is not required if the acquisition of the disposed real estate, interest in the real estate or right of perpetual usufruct is part of enforcement, bankruptcy or arrangement proceedings, or any kind of arrangement with a Bank's debtor;
 - 6) issuing bonds convertible into shares or other instruments entitling to the acquisition of or subscription for the shares of the Bank.
2. All matters brought before the General Meeting by the Management Board should be previously presented by the Management Board to the Supervisory Board for its consideration and opinion, in accordance with the Rules and Regulations referred to in § 14.

3. Draft resolutions proposed for approval by the General Meeting and other relevant matters should be presented to the shareholders by the Management Board together with a supporting rationale and the opinion of the Supervisory Board appropriately ahead of the General Meeting, so that they can be reviewed and assessed.

§ 10

1. The General Meeting shall be held at the registered seat of the Bank or in another location within the territory of Poland as indicated in the notice on convening the General Meeting.
2. The General Meeting shall adopt its Rules and Regulations.
3. The General Meeting shall adopt its resolutions by an absolute majority of votes, unless the generally applicable laws and regulations or the Articles of Association provide otherwise.
4. Removal from the General Meeting agenda or desistance, at the request of the shareholders, from further discussion of the matter included in the General Meeting agenda requires that the General Meeting resolution is adopted by the 75% majority of votes, after prior consent of all those shareholders present at the General Meeting, who applied for inclusion the matter in the agenda.

Supervisory Board

§ 11

1. The Supervisory Board consists of 6 (six) to 11 (eleven) members appointed for a joint term of three years. The number of members of the Supervisory Board shall be set by the Eligible Shareholder (as defined below), also in the event when a motion for election of the Supervisory Board through vote by separate groups is presented.
2. The members of the Supervisory Board are appointed and dismissed by the General Meeting. Nominations for a certain number of members of the Supervisory Board, such number to be derived in accordance with the formula referred to in Clause 3 below, may be only recommended by the shareholder who, individually and on its own behalf, is authorised to exercise the voting rights from the largest number of shares in the share capital of the Bank at the General Meeting that elects

the members of the Supervisory Board, hereinafter the "**Eligible Shareholder**". Nominations for the remaining members of the Supervisory Board may be recommended by all shareholders, including the Eligible Shareholder.

3. The number of members of the Supervisory Board for whom only the Eligible Shareholder may recommend nominations, shall be calculated in accordance with the following formula:

$$L = 11 \times U$$

where:

L – means the number of members of the Supervisory Board for whom the Eligible Shareholder may recommend nominations, save that in the event when L is not an integer, the number of the members of the Supervisory Board equals L rounded up to the next integer, provided that the total number of the Supervisory Board for whom the nominations may be recommended by the Eligible Shareholder must not be greater than 8 (eight);

U – means the share of the Eligible Shareholder in the share capital of the Bank, calculated as the quotient of shares from which the Eligible Shareholder may exercise the voting rights at the General Meeting that elects the members of the Supervisory Board and the total number of shares in the share capital of the Bank existing at the date of such General Meeting.

4. In the event that the General Meeting appoints a smaller number of members than the number resulting from the formula set out in Clause 3 above, the Eligible Shareholder shall have the right to put forward nominations and demand that they be put subsequently to vote at the same General Meeting, provided that the number of such nominations cannot be larger than double the difference between the number of the members of the Supervisory Board calculated in accordance with the formula set out in Clause 3 above and the number of the members of the Supervisory Board appointed out of the nominations previously put forward by the Eligible Shareholder.
5. Recommendations of nominations for members of the Supervisory Board shall be submitted to the Management Board, provided however that if a recommendation

is made at the General Meeting that is to elect the Supervisory Board, such recommendation in order to be valid should be submitted to the Chairman of the General Meeting immediately after his or her election, however not later than prior to the beginning of the vote on election of members of the Supervisory Board. Each nomination shall be voted on individually. The Supervisory Board shall consist of the individuals who received consecutively the largest number of votes, provided, however, that they achieve at least the ordinary majority of the votes cast.

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

§ 12

1. The Chairman and the Deputy Chairman of the Supervisory Board shall be appointed by the Eligible Shareholder from among the elected members of the Supervisory Board, including also the case when the Supervisory Board is elected by voting by separate groups.
2. The Supervisory Board may elect a Secretary from among its members.

§ 13

Members of the Supervisory Board who are delegated to perform certain supervisory functions individually are obliged to present a written report to the Supervisory Board on performance of such functions.

§ 14

Supervisory Board acts based on the Rules and Regulations decided by the Supervisory Board and approved by the General Meeting.

§ 14a

The Supervisory Board supervises the Bank's operations in all the areas of its activity, in particular the risk management system and the internal audit system.

§ 15

1. In addition to the rights and obligations provided for by the generally applicable laws and regulations and the provisions of the Articles of Association, the Supervisory Board shall adopt resolutions in the following matters:

- 1) approving the strategy of the Bank adopted by the Management Board;
- 1a) approving the Bank's general risk level;
- 2) approving the annual financial plan adopted by the Management Board;
- 3) appointing the entity to audit or review the consolidated and individual financial statements of the Bank, granting consent to entering into agreements with such entity or its subsidiaries, controlled entities, dominant entities or subsidiaries or controlled entities of its dominant entities, and to performance of any other acts that may adversely affect the independence of such entity in performing the audit or review of the financial statements of the Bank;
- 4) adopting the Rules and Regulations of the Supervisory Board;
- 5) adopting the Regulations that set out the principles of granting credits, loans, bank guarantees and sureties to the members of the Management Board or the Supervisory Board and persons holding managerial positions at the Bank, as well as to the entities linked by participation or control with the members of the Management Board or the Supervisory Board and persons holding managerial positions at the Bank in accordance with Article 79a of the Banking Law;
- 6) adopting the Rules and Regulations concerning utilisation of the reserves;
- 7) appointing and dismissing the President of the Management Board by secret vote;
- 8) 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;
- 9) suspending, for important reasons, the selected or all members of the Management Board in the performance of their duties, and delegating the members of the Supervisory Board, for up to three months, to temporarily perform the duties of members of the Management Board who were dismissed, resigned or are unable, for other reasons, to perform their duties;
- 10) granting consent to opening or closing branches abroad;
- 11) approving adopted by the Management Board:
 - a) Rules and Regulations concerning
 - the Management Board;

- management of special funds created from net profits;
- organisation of the Bank;
- b) resolutions concerning:
 - the principles of information policy regarding capital adequacy;
 - the principles of the lack of compliance risk management policy;
 - the principles of operational risk management;
 - estimates of the internal capital, management and capital planning;
 - the principles of functioning of the internal audit system.
- 11a) approving the periodical reports of the Management Board on risk management, capital adequacy and the internal audit system.
- 12) granting prior consent to:
 - a) acquisition and disposal of fixed assets of the value exceeding 1/10 of the equity of the Bank, excluding real property and rights of perpetual usufruct;
 - b) with the exclusion of the activities referred to in § 9.1.5, acquisition and disposal of real property, an interest in a real property or the right of perpetual usufruct, or their encumbrance with a limited property right or making it available for use by a third party, if the value of the real property or the right that is the object of such act exceeds 1/50 of the share capital of the Bank; such consent is not required if the acquisition of real property, an interest in a real property or a right of perpetual usufruct takes place as a part of enforcement, bankruptcy, arrangement proceedings or any other agreement with a debtor of the Bank, as well as in the event of legal transactions concerning real property or rights acquired by the Bank in the manner described above; in such events the Management Board shall be only obliged to notify the Supervisory Board about the performed act;
 - c) establishment of a company, subscription for or acquisition of shares, bonds convertible into shares or other instruments entitling to acquire or subscribe for shares if the financial commitment of the Bank resulting from such act exceeds 1/10 of the equity;

- d) any transaction to be entered between the Bank and an affiliated entity, if the value of such transaction exceeds 1/10 of the share capital, except for typical and routine transactions concluded at arm's length between affiliated entities, when the nature and terms of such transactions are determined by the current operations of the Bank;
 - e) performance of any act by the Bank, as a result of which the sum of receivables of the Bank and the off-balance sheet commitments exposed to the risk of a state-owned legal person or a company with the State Treasury as the majority shareholder and entities linked by participation or control with such legal person or company would exceed 5% of the equity of the Bank;
- 13) applying to the Financial Supervision Authority for granting consent to appointing two Members of the Management Board, including the President of the Board.
- 2. The Supervisory Board shall notify the Financial Supervision Authority of the composition of the Management Board and each change in the composition of the Management Board promptly after election of the Management Board or any change in its composition. The Supervisory Board shall also notify the Financial Supervision Authority of the members of the Management Board who, in the organisational structure of the Bank, are in charge of the credit risk management and internal audit.
 - 3. The Supervisory Board shall adopt resolutions by an absolute majority of votes in the presence of at least half of the members of the Supervisory Board, including the Chairman or the Deputy Chairman of the Supervisory Board, except for resolutions concerning the matters referred to in Clauses 1.1–1.3, 5, 7–9 and 12, which in addition to the above quorum shall require a qualified majority of $\frac{2}{3}$ of the votes.
 - 4. The members of the Supervisory Board who are concerned by the matter that is subject to vote shall be excluded from the vote.

§ 16

The meetings of the Supervisory Board shall be held at least once every quarter.

§ 17

- 1. The Supervisory Board shall adopt resolutions in an open vote. Secret vote shall be ordered in personnel matters and at the request of at least one member of the

Supervisory Board. When secret vote is ordered, the provisions of Clause 3 below shall not apply.

2. The members of the Supervisory Board are entitled to remuneration.
3. A member of the Supervisory Board may vote in writing through another member of the Supervisory Board. The votes cast in this manner must not concern any matters placed on the agenda during the meeting of the Supervisory Board.
4. The Supervisory Board may adopt resolutions in writing (by circulation) or using the means of instantaneous communication, except for resolutions concerning the matters referred to in § 15 Clauses 1.1–1.3, 5, 7–9 and 12 and the resolutions adopted by secret vote. A resolution is valid when all members of the Supervisory Board were informed in advance about the content of the draft resolution and when at least half of the members of the Supervisory Board, including the Chairman or the Deputy Chairman of the Supervisory Board, have taken part in the vote on the resolution.
5. Resolutions adopted following the procedure set out in Clause 4 above shall be presented at the next meeting of the Supervisory Board together with the result of the vote.

§ 17a

1. The Supervisory Board appoints from among its members the Audit Committee; it can also appoint other committees composed of its members.
2. The committees of the Supervisory Board act on the basis of Rules and Regulations agreed by the Supervisory Board.

Management Board

§ 18

1. The Management Board shall consist of 3 (three) to 9 (nine) members.
2. The Management Board shall include: the President of the Management Board, Vice-Presidents and other members of the Management Board.

§ 19

1. The members of the Management Board are appointed for a joint term of three years.
2. The Management Board is appointed by the Supervisory Board in accordance with the procedure set out in § 15 Clauses 1.7 and 1.8.
3. Appointment of two members of the Management Board, including the President of the Management Board, requires approval by the Financial Supervision Authority.
4. A member of the Management Board may be dismissed only for important reasons.

§ 20

1. All matters relating to the management of the affairs of the Bank, which are not reserved for the General Meeting or the Supervisory Board by the generally applicable laws and regulations or provisions of the Articles of Association, shall fall within the authority of the Management Board, including acquisition and disposal of real property, an interest in real property or the right of perpetual usufruct, which do not require a consent of the General Meeting in accordance with § 9 Clause 1.5.
2. Making decisions on incurring liabilities or disposing of assets the total value of which, in relation to one entity, exceeds 5% of the Bank's equity shall fall within the authority of the Management Board, save for the powers of the General Meeting set out in § 9 or of the Supervisory Board set out in § 15.

§ 21

Representations on behalf of the Bank shall be made by:

- 1) the President of the Management Board acting individually;
- 2) two members of the Management Board acting jointly, or one member of the Management Board acting jointly with a commercial proxy;
- 3) attorneys acting individually or jointly, to the extent of the power of attorney granted.

§ 22

1. The Management Board shall make its decisions during a meeting or in writing (by circulation). The Management Board may also make decisions using the means of instantaneous communication.
2. The operating procedure of the Management Board shall be defined in detail in Rules and Regulations adopted by the Management Board and approved by the Supervisory Board.
3. The Management Board shall make its determinations by way of resolutions.
4. Resolutions of the Management Board shall be required for all matters that go beyond the scope of ordinary activities of the Bank. Resolutions of the Management Board shall be adopted by an absolute majority of votes cast by those present at the meeting of the Management Board. In case of a tie, the President of the Management Board shall have the casting vote.
5. The Management Board, in the form of resolutions, fulfils the following functions:
 - 1) defines the Bank's strategy, taking into consideration the risk involved in the activities of the Bank as well as the principles of prudential and stable management of the Bank;
 - 2) defines the annual financial plans, including the conditions of its implementation;
 - 3) adopts organisational regulations and principles of division of authority;
 - 4) establishes and dissolves permanent committees of the Bank and determines their competences;
 - 5) adopts the Rules and Regulations of the Management Board;
 - 6) determines the internal regulations for managing the special funds set up from the net profit;
 - 7) sets the dates of dividend payment within the deadlines set by the General Meeting;
 - 8) appoints commercial proxies;
 - 9) defines banking products and other banking and financial services;

- 10) defines the principles of participation of the Bank in companies and other organisations, taking into account § 15 Clause 1.12.c;
 - 10a) defines the effective systems for risk management, internal control, estimating the Bank's internal capital.
 - 11) determines the principles of operation of the internal controls and the annual internal audit plans;
 - 12) creates, transforms and dissolves organisational units of the Bank in Poland and abroad.
6. The Management Board provides the Supervisory Board with periodical reports on risk management, capital adequacy and the effectiveness of the internal control system.

§ 23

1. The President of the Management Board shall:
 - 1) manage the work of the Management Board;
 - 2) convene and preside over meetings of the Management Board;
 - 3) present the position of the Management Board to the governing bodies of the Bank and in external relations;
 - 4) determine the assignment of the individual areas of the Bank's operations to the members of the Management Board, subject to Clause 4;
 - 5) ensure implementation of the resolutions of the Management Board;
 - 6) issue instructions and regulations;
 - 7) present motions to the Supervisory Board for appointment and dismissal of the Vice-Presidents and other members of the Management Board;
 - 8) take decisions concerning staffing of the positions reserved for his or her competence.
2. 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.

3. 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.
4. The member of the Management Board, whose appointment was approved by the Financial Supervision Authority, shall be responsible in particular for the matters related to risk management including credit risk.
5. The members of the Management Board shall participate in managing the operations of the Bank in accordance with the Rules and Regulations of the Management Board.
6. The members of the Management Board shall supervise the areas of the Bank's operations assigned to them and shall make decisions in matters of the usual management within the areas of the Bank's operations they supervise.

V. Organisation of the Bank

§ 24

1. The objectives and tasks of the Bank are accomplished by the Bank's organisational entities and organizational units of the Head Office, representative offices and other entities.
2. The organisation of the Bank shall be defined in the Organisational Regulations adopted by the Management Board and approved by the Supervisory Board.

§ 25

1. The governing bodies of the Bank shall issue the following internal regulations:
 - 1) resolutions – the Supervisory Board and the Management Board;
 - 2) orders – the President of the Management Board;
 - 3) decisions – the entities authorised under separate internal regulations.
2. Defining the banking products and other banking and financial services shall require a resolution of the Management Board.

3. The procedure of issuing internal regulations shall be specified in separate provisions.

VI. The principles of functioning of the internal audit system

§ 26

1. An internal audit system shall be established at the Bank.
2. The scope of internal audit system shall cover all activities of the Bank set out in the Articles of Association.
3. The purpose of internal audit system is facilitating the decision-making processes helping to ensure:
 - 1) the effectiveness and efficiency of the Bank's operations;
 - 2) reliability of financial reporting; and
 - 3) compliance of the Bank's operations with the generally applicable laws and internal regulations.
4. The internal audit system includes:
 - 1) control mechanisms;
 - 2) examination of compliance of the Bank's operations with the generally applicable laws and Bank's internal regulations.
 - 3) internal audit.
5. Organising an internal audit unit is within the discretion of the Management Board.
6. The internal audit unit is independent and is directly responsible to the President of the Management Board.
7. The appointment and dismissal of the director of the internal audit unit requires prior approval of the Supervisory Board.

§ 27

1. The principles of functioning of the internal audit system shall be set by the Management Board including definition of organisational entities and units that are responsible for performance of such audit and specification of the tasks of respective organisational entities and units with regard to the audit.

2. The method of performing the internal audit in organisational entities of the Bank and the organisational units of the Head Office shall be defined by the President of the Management Board.

VII. Funds of the Bank

§ 28

1. The own funds of the Bank shall consist of:
 - 1) the core funds;
 - 2) the additional capital;
 - 3) the balance-sheet items classified in accordance with the Banking Law as funds deductible from the own funds of the Bank.
2. The core funds shall consist of:
 - 1) the basic funds consisting of:
 - a) the share capital;
 - b) the reserve capital;
 - c) the reserves;
 - 2) the additional items of the core funds consisting of:
 - a) the general risk fund for unidentified risks associated with banking activity;
 - b) profit brought forward;
 - c) interim profit and the net profit for the current statement period, calculated in accordance with the applicable accounting principles, reduced by any anticipated charges and dividends in the amounts not exceeding the amounts of profit verified by the chartered auditors;
 - 3) deductions from the core funds, consisting of:
 - a) own shares held by the Bank, valued at their balance-sheet value, reduced by write-offs on account of permanent loss of their value;
 - b) intangible assets valued at their balance-sheet value;
 - c) loss brought forward;
 - d) interim loss;

- e) net loss for the current accounting period.
- 3. Additional capital shall be created by virtue of resolutions of the General Meeting. The classification of funds as additional capital shall be governed by the regulations of the Banking Law.
- 4. The Bank may create special funds. Special funds shall be created and dissolved by virtue of resolutions of the General Meeting.
- 5. The detailed principles guiding the creation and use of the funds shall be defined in Rules and Regulations adopted by the Supervisory Board.

§ 29

- 1. The reserve capital of the Bank shall be created from annual write-offs from net profit to cover potential balance-sheet losses generated due to the activity of the Bank.
- 2. The amount of the reserve capital shall also be increased by: additional contributions made by the shareholders in exchange for special rights granted to their existing shares without increasing the share capital, share premiums remaining after coverage of the share distribution costs.
- 3. Decisions concerning utilisation of the reserve capital shall be made by the General Meeting.

§ 30

- 1. The reserves of the Bank shall be created independently of the reserve capital from the annual write-offs from net profit in the amount specified in a resolution of the General Meeting.
- 2. The reserves shall serve exclusively to cover potential balance-sheet losses. Decisions concerning utilisation of the reserve shall be made by the General Meeting.
- 3. The detailed principles concerning utilisation of the reserves shall be set out in the relevant Rules and Regulations to be adopted by the Supervisory Board.

§ 31

- 1. The general risk fund shall be created from write-offs from net profit in the amount specified in a resolution of the General Meeting.

2. The general risk fund shall cover unidentified risks associated with banking activity.

VIII. Financial management of the Bank

§ 32

1. The financial management of the Bank shall be based on the annual financial plans to be approved by the Supervisory Board. The detailed principles of financial management shall be defined by the Management Board.
2. The financial year shall correspond to the calendar year.

§ 33

The organisation and method of accounting shall be determined by the Management Board.

§ 34

Decisions concerning allocation of net profit of the Bank to:

- 1) the reserve capital;
- 2) the reserves;
- 3) the general risk fund for unidentified risks associated with banking activity;
- 4) the dividend;
- 5) special funds;
- 6) other purposes;

shall be made by the General Meeting with determination of the amount of write-offs for specific purposes.

§ 34a

The Management Board is authorized to make an advance payment of anticipated dividend for the end of the financial year, provided that the Bank has sufficient funds for such a payment and that the financial statement for the previous year indicates a profit. The disbursement of such advance payment requires the approval of the Supervisory Board and arrangements with the Financial Supervision Authority. The advance payment may only amount to half of the Bank's profit made since the end of the

previous financial year, reported in the financial statement examined by a chartered auditor.

IX. Entering into the rights of the Eligible Shareholder

§ 35

- 11) The rights vested in the Eligible Shareholder pursuant to the Articles of Association shall be vested in the entity that will acquire them until another shareholder enters into its rights in accordance with provisions of Clause 2. The acquisition by other shareholder of shares that entitle to a larger number of votes at the General Meeting than can be exercised by the Eligible Shareholder, if they are acquired in a different manner than in accordance with Clause 2, shall not result in termination of the rights acquired by such Eligible Shareholder.
- 12) The entering into the rights of the Eligible Shareholder may only take place when a shareholder, who individually acquires (acting on its own behalf and on its own account) and registers at the General Meeting the shares that constitute at least 75% (seventy five percent) of the total number of shares in the share capital of the Bank, of which all shares in the number that exceed 10% (ten percent) of the total number of shares in the share capital of the Bank shall be acquired by such shareholder:
- 1) through the tender offer to acquire all shares of the Bank announced in accordance with the provisions of the laws and regulations governing trading in financial instruments, from the shareholders that a) are not subsidiaries, dominant entities or controlled entities in respect to such shareholder, b) are not related to such shareholder in the manner described in of the laws and regulations governing trading in financial instruments, c) are not acting under other agreement with such shareholder aiming to circumvent the restrictions provided for in this Clause 1; or
 - 2) on the primary market (as defined in the of the laws and regulations governing trading in financial instruments),
- provided that such shareholder obtains consent or a permit on the principles set out in the generally applicable laws and regulations, should such consent be required.

X. Definitions

§ 36

Each reference in the Articles of Association to:

- 1) "**affiliated entity**" – means an affiliated entity within the meaning of the laws and regulations governing trading in financial instruments;
- 2) "**subsidiary**" and "**dominant entity**" – means, respectively, a "subsidiary" and a "dominant entity" within the meaning of the laws and regulations governing trading of financial instruments;
- 3) "**controlled entity**" – means a "controlled entity" within the meaning of the Accounting Act of 29 September, 1994 (i.e. Journal of Laws of 2002, No. 76, item 694, as amended).

Explanation
to draft resolution on
the 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, an amendment to the company articles shall require a resolution of general meeting and registration.

The amendments introduced to the Articles of Association of the Bank are justified by:

- 1) the need to account for the amendments to the generally applicable laws;
- 2) the necessity to adjust the Articles of Association to the requirements of the banking supervision (including supervisory resolutions);
- 3) the need to modify the provisions pertaining to the manner of the Bank's disposing of real estate.

From the point of view of their content, the proposed amendments to the Articles of Association of the Bank concern the following:

- 1) changes to the manner of the Bank's disposing of real estates (§ 9.1 of the Articles of Association of the Bank);
- 2) changes in the powers of the Supervisory Board of the Bank, related above all to the need to adjust the powers of this body to the generally applicable laws, especially the Chartered Accountants Act of 7 May 2009 (Journal of Laws No. 77, item 649), resolutions of the Polish Financial Supervision Authority and the requirements set in the protocol from the inspection conducted by the Polish Financial Supervision Authority (§ 14a, § 15 and 17a of the Articles of Association of the Bank);
- 3) regulating the possibility of advance payments towards the dividends (§ 34a of the Articles of Association of the Bank);

The tasks of the Management Board of the Bank related to risk management and internal audit have been specified (§ 22 and § 26 of the Articles of Association of the Bank).

The proposed amendments to the Articles of Association of the Bank have been approved by the Management Board of the Bank in the form of a resolution, and received a positive opinion of the Supervisory Board of the Bank.

Pursuant to Article 34(2) of the Banking Act, any amendment of a bank's articles of association shall require the authorisation of the Polish Financial Supervision Authority

(KNF), where such amendment relates to the matters referred to Article 31(3) of the same Act, e.g. changes in the competencies of the bank's bodies. The KNF communicates its approval in the form of a decision.

Appendices to this Explanation are: the Articles of Association of the Bank with the proposed amendments marked (Appendix 1) and a list of new and amended provisions of the Articles of Association (Appendix 2).

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

Appendix 1

to the explanation to the draft resolution on

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

Text of the Articles of Association with marked revised fragments



PKO BANK POLSKI
SPÓŁKA AKCYJNA

ARTICLES OF ASSOCIATION
POWSZECHNA KASA OSZCZĘDNOŚCI
BANK POLSKI
SPÓŁKA AKCYJNA

I. General provisions

§ 1

1. Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, hereinafter referred to as the "**Bank**", is a bank operating pursuant to generally applicable laws and regulations, good practices pertaining to the banking industry adopted by Bank as well as to the Articles of Association, while maintaining the national character of the Bank.
2. The State Treasury is the founder of the Bank.

§ 2

1. The Bank operates under the name of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna.
2. The Bank may use the following abbreviated names: Powszechna Kasa Oszczędności Bank Polski S.A., PKO Bank Polski S.A. and PKO BP S.A.

§ 3

1. The registered seat of the Bank shall be in the capital city of Warsaw.
2. The Bank operates within the territory of the Republic of Poland and abroad.
3. The Bank may open branches, representative offices and other entities in Poland and abroad.

II. The scope of the Bank's business

§ 4

1. The scope of business of the Bank consists in the following banking operations:
 - 1) accepting cash deposits payable on demand or on a specified maturity and managing the bank's accounts for such deposits;
 - 2) managing other accounts of the bank;
 - 3) extending credit facilities;
 - 4) extending cash loans;

- 5) extending and confirming bank guarantees as well as issuing and confirming letters of credit;
 - 6) carrying out inter-bank settlements;
 - 7) operations on cheques, bills of exchange and warrants;
 - 8) issuing bank securities;
 - 9) issuing payment cards and performing operations with such cards;
 - 10) executing forward transactions;
 - 11) acquiring and disposing of cash receivables;
 - 12) issuing the electronic money instrument;
 - 13) performing operations relating to issue of securities;
 - 14) safekeeping valuables and securities and providing safe deposit facilities;
 - 15) performing banking operations on request of other banks;
 - 16) operating a building savings scheme;
 - 17) buying and selling foreign currencies;
 - 18) acting as intermediary in money transfers and settlements in foreign exchange transactions;
 - 19) granting and confirming sureties.
2. In addition to the activities referred to in Clause 1 above, the scope of business of the Bank includes:
- 1) servicing treasury loans and bonds;
 - 2) taking out credit facilities and cash loans;
 - 3) accepting guarantees and sureties;
 - 4) carrying out brokerage operations in accordance with principles set out in generally applicable laws and regulations;
 - 5) providing financial services in respect of customer acquisition within the meaning of the Act on Organisation and Operation of Pension Funds;

- 6) performing the function of a depository on the basis of the Act on Organisation and Operation of Pension Funds and the Act on Investment Funds;
 - 7) trading in securities issued in Poland or abroad, within the scope and in accordance with principles set out in the generally applicable laws and regulations and maintaining a deposit of such securities;
 - 8) operating school savings schemes;
 - 9) providing fiduciary services;
 - 10) providing insurance agency services;
 - 11) providing consulting services in financial matters;
 - 12) providing services in respect of transportation of valuables;
 - 13) arranging and servicing financial lease transactions;
 - 14) buying and selling of shares and receivables on its own account and providing factoring services.
 - 15) services of selling and redeeming of investment fund units.
3. In addition, the Bank may:
- 1) subscribe for or acquire shares or rights attached to shares, as well interests in other legal entities, and acquire participation units in investment funds;
 - 2) invest money in domestic and foreign securities;
 - 3) acquire and dispose of real-estate and movable property, and rent or lease such property;
 - 4) provide financial, settlement and advisory services in respect of financial market instruments;
 - 5) trade in securities;
 - 6) incur liabilities related to the issuing of securities;
 - 7) convert, on terms and conditions agreed with a debtor, liabilities into the debtor's assets.

§ 5

The Bank may instruct banks or other entities to perform activities falling within its scope of business and may provide financial services for the benefit of other entities.

III. Share capital

§ 6

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) registered series A shares numbered from A 000000001 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.
2. The conversion of A series shares into bearer shares and the transfer of these shares shall require consent expressed in a resolution of the Council of Ministers. The conversion into bearer shares or transfer of A series 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.
3. Subject to Art. 28.2 of the Banking Law, the conversion of bearer shares into registered shares is not allowed.

§ 7

1. The shares of the Bank may be redeemed only upon the consent of the shareholder.

2. The redemption of shares shall require a decrease of the share capital and may be only funded from net profit. The shares shall be redeemed against consideration.
3. The procedure of redemption of shares and the amount of consideration for the shares to be redeemed shall be specified in a resolution of the General Meeting.
4. The acquisition of own shares by the Bank with a view to redeeming such shares shall require a resolution of the General Meeting.

IV. Governing Bodies of the Bank

§ 8

The governing bodies of the Bank shall be:

- 1) the General Meeting;
- 2) the Supervisory Board;
- 3) the Management Board.

General Meeting

§ 9

1. In addition to other matters reserved by the generally applicable laws and regulations or the provisions of the Articles of Association, the General Meeting shall adopt resolutions in the following matters:
 - 1) appointing and dismissing the members of the Supervisory Board in accordance with § 11;
 - 2) approving the Rules and Regulations of the Supervisory Board;
 - 3) specifying the procedure for redemption of shares and the amount of consideration for the shares to be redeemed;
 - 4) creation and dissolution of special funds created from net profit;

- 5) approving the Bank's disposing of real-estate or right of perpetual usufruct ~~in respect, if the value of the real property used by the Bank in its operations, estate or the perpetual usufruct right being subject to such activities exceeds one fourth of the Bank's share capital; such an approval is not required if the acquisition of the disposed real estate, interest in the real estate or right of perpetual usufruct is part of enforcement, bankruptcy or arrangement proceedings, or any kind of arrangement with a Bank's debtor;~~
 - 6) issuing bonds convertible into shares or other instruments entitling to the acquisition of or subscription for the shares of the Bank.
2. All matters brought before the General Meeting by the Management Board should be previously presented by the Management Board to the Supervisory Board for its consideration and opinion, in accordance with the Rules and Regulations referred to in § 14.
 3. Draft resolutions proposed for approval by the General Meeting and other relevant matters should be presented to the shareholders by the Management Board together with a supporting rationale and the opinion of the Supervisory Board appropriately ahead of the General Meeting, so that they can be reviewed and assessed.

§ 10

1. The General Meeting shall be held at the registered seat of the Bank or in another location within the territory of Poland as indicated in the notice on convening the General Meeting.
2. The General Meeting shall adopt its Rules and Regulations.
3. The General Meeting shall adopt its resolutions by an absolute majority of votes, unless the generally applicable laws and regulations or the Articles of Association provide otherwise.
4. Removal from the General Meeting agenda or desistance, at the request of the shareholders, from further discussion of the matter included in the General Meeting agenda requires that the General Meeting resolution is adopted by the 75% majority of votes, after prior consent of all those shareholders present at the General Meeting, who applied for inclusion the matter in the agenda.

Supervisory Board

§ 11

1. The Supervisory Board consists of 6 (six) to 11 (eleven) members appointed for a joint term of three years. The number of members of the Supervisory Board shall be set by the Eligible Shareholder (as defined below), also in the event when a motion for election of the Supervisory Board through vote by separate groups is presented.
2. The members of the Supervisory Board are appointed and dismissed by the General Meeting. Nominations for a certain number of members of the Supervisory Board, such number to be derived in accordance with the formula referred to in Clause 3 below, may be only recommended by the shareholder who, individually and on its own behalf, is authorised to exercise the voting rights from the largest number of shares in the share capital of the Bank at the General Meeting that elects the members of the Supervisory Board, hereinafter the "**Eligible Shareholder**". Nominations for the remaining members of the Supervisory Board may be recommended by all shareholders, including the Eligible Shareholder.
3. The number of members of the Supervisory Board for whom only the Eligible Shareholder may recommend nominations, shall be calculated in accordance with the following formula:

$$L = 11 \times U$$

where:

L – means the number of members of the Supervisory Board for whom the Eligible Shareholder may recommend nominations, save that in the event when L is not an integer, the number of the members of the Supervisory Board equals L rounded up to the next integer, provided that the total number of the Supervisory Board for whom the nominations may be recommended by the Eligible Shareholder must not be greater than 8 (eight);

U – means the share of the Eligible Shareholder in the share capital of the Bank, calculated as the quotient of shares from which the Eligible Shareholder may exercise the voting rights at the General Meeting that elects the members of the Supervisory Board and the total number of shares in the share capital of the Bank existing at the date of such General Meeting.

4. In the event that the General Meeting appoints a smaller number of members than the number resulting from the formula set out in Clause 3 above, the Eligible Shareholder shall have the right to put forward nominations and demand that they be put subsequently to vote at the same General Meeting, provided that the number of such nominations cannot be larger than double the difference between the number of the members of the Supervisory Board calculated in accordance with the formula set out in Clause 3 above and the number of the members of the Supervisory Board appointed out of the nominations previously put forward by the Eligible Shareholder.
5. Recommendations of nominations for members of the Supervisory Board shall be submitted to the Management Board, provided however that if a recommendation is made at the General Meeting that is to elect the Supervisory Board, such recommendation in order to be valid should be submitted to the Chairman of the General Meeting immediately after his or her election, however not later than prior to the beginning of the vote on election of members of the Supervisory Board. Each nomination shall be voted on individually. The Supervisory Board shall consist of the individuals who received consecutively the largest number of votes, provided, however, that they achieve at least the ordinary majority of the votes cast.
6. If, following the expiration of the mandate of a Supervisory Board member, the number of Supervisory Board members falls below the minimum specified in § 11.1, the Management Board shall promptly convene the General Meeting in order to supplement the composition of the Supervisory Board.

§ 12

1. The Chairman and the Deputy Chairman of the Supervisory Board shall be appointed by the Eligible Shareholder from among the elected members of the

Supervisory Board, including also the case when the Supervisory Board is elected by voting by separate groups.

2. The Supervisory Board may elect a Secretary from among its members.

§ 13

Members of the Supervisory Board who are delegated to perform certain supervisory functions individually are obliged to present a written report to the Supervisory Board on performance of such functions.

§ 14

Supervisory Board acts based on the Rules and Regulations decided by the Supervisory Board and approved by the General Meeting.

§ 14a

The Supervisory Board supervises the Bank's operations in all the areas of its activity, in particular the risk management system and the internal audit system.

§ 15

1. In addition to the rights and obligations provided for by the generally applicable laws and regulations and the provisions of the Articles of Association, the Supervisory Board shall adopt resolutions in the following matters:

- 1) approving the strategy of the Bank adopted by the Management Board;

1a) approving the Bank's general risk level;

- 2) approving the annual financial plan adopted by the Management Board;
- 3) appointing the entity to audit or review the consolidated and individual financial statements of the Bank, granting consent to entering into agreements with such entity or its subsidiaries, controlled entities, dominant entities or subsidiaries or controlled entities of its dominant entities, and to performance of any other acts that may adversely affect the independence of such entity in performing the audit or review of the financial statements of the Bank;
- 4) adopting the Rules and Regulations of the Supervisory Board;

- 5) adopting the Regulations that set out the principles of granting credits, loans, bank guarantees and sureties to the members of the Management Board or the Supervisory Board ~~of the Bank~~ and persons holding managerial positions at the Bank, as well as to the entities linked by participation or control with the members of the Management Board or the Supervisory Board and persons holding managerial positions at the Bank in accordance with Article 79a of the Banking Law;
- 6) adopting the Rules and Regulations concerning utilisation of the reserves;
- 7) appointing and dismissing the President of the Management Board by secret vote;
- 8) 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;
- 9) suspending, for important reasons, the selected or all members of the Management Board in the performance of their duties, and delegating the members of the Supervisory Board, for up to three months, to temporarily perform the duties of members of the Management Board who were dismissed, resigned or are unable, for other reasons, to perform their duties;
- 10) granting consent to opening or closing branches abroad;
- 11) approving adopted by the Management Board:
 - a) Rules and Regulations concerning:
 - the Management Board;
 - management of special funds created from net profits;
 - organisation of the Bank;
 - b) resolutions concerning:
 - the principles of information policy regarding capital adequacy;
 - the principles of the lack of compliance risk management policy;
 - the principles of operational risk management;
 - estimates of the internal capital, management and capital planning;

- the principles of functioning of the internal audit system.

11a) approving the periodical reports of the Management Board on risk management, capital adequacy and the internal audit system.

12) granting prior consent to:

- a) acquisition and disposal of fixed assets of the value exceeding 1/10 of the equity of the Bank, excluding real property and rights of perpetual usufruct;
- b) with the exclusion of the activities referred to in § 9.1. 5, acquisition and disposal of real property, an interest in a real property or the right of perpetual usufruct, or their encumbrance with a limited property right or making it available for use by a third party, if the value of the real property or the right that is the object of such act exceeds 1/~~40~~50 of the ~~equity~~ share capital of the Bank; such consent is not required if the acquisition of real property, an interest in a real property or a right of perpetual usufruct takes place as a part of enforcement, bankruptcy, arrangement proceedings or any other agreement with a debtor of the Bank, as well as in the event of legal transactions concerning real pro~~p~~erty or rights acquired by the Bank in the manner described above; in such events the Management Board shall be only obliged to notify the Supervisory Board about the performed act;
- c) establishment of a company, subscription for or acquisition of shares, bonds convertible into shares or other instruments entitling to acquire or subscribe for shares if the financial commitment of the Bank resulting from such act exceeds 1/10 of the equity;
- d) any transaction to be entered between the Bank and an affiliated entity, if the value of such transaction exceeds ~~the PLN equivalent of EUR 500,000 (say: five hundred thousand euro)~~, 1/10 of the share capital, except for typical and routine transactions concluded at arm's length between affiliated entities, when the nature and terms of such transactions are determined by the current operations of the Bank;
- e) performance of any act by the Bank, as a result of which the sum of receivables of the Bank and the off-balance sheet commitments exposed to the risk of a state-owned legal person or a company with the State Treasury

as the majority shareholder and entities linked by participation or control with such legal person or company would exceed 5% of the equity of the Bank;

13) applying to the ~~Commission of Banking~~Financial Supervision Authority for granting consent to appointing two Members of the Management Board, including the President of the Board.

2. The Supervisory Board shall notify the ~~Commission for Banking~~Financial Supervision Authority of the composition of the Management Board and each change in the composition of the Management Board promptly after election of the Management Board or any change in its composition. The Supervisory Board shall also notify the ~~Commission for Banking~~Financial Supervision Authority of the members of the Management Board who, in the organisational structure of the Bank, are in charge of the credit risk management and internal audit.
3. The Supervisory Board shall adopt resolutions by an absolute majority of votes in the presence of at least half of the members of the Supervisory Board, including the Chairman or the Deputy Chairman of the Supervisory Board, except for resolutions concerning the matters referred to in Clauses 1.1–1.3, 5, 7–9 and 12, which in addition to the above quorum shall require a qualified majority of $\frac{2}{3}$ of the votes.
4. The members of the Supervisory Board who are concerned by the matter that is subject to vote shall be excluded from the vote.

§ 16

The meetings of the Supervisory Board shall be held at least once every quarter.

§ 17

1. The Supervisory Board shall adopt resolutions in an open vote. Secret vote shall be ordered in personnel matters and at the request of at least one member of the Supervisory Board. When secret vote is ordered, the provisions of Clause 3 below shall not apply.
2. The members of the Supervisory Board are entitled to remuneration.
3. A member of the Supervisory Board may vote in writing through another member of the Supervisory Board. The votes cast in this manner must not

concern any matters placed on the agenda during the meeting of the Supervisory Board.

4. The Supervisory Board may adopt resolutions in writing (by circulation) or using the means of instantaneous communication, except for resolutions concerning the matters referred to in § 15 Clauses 1.1–1.3, 5, 7–9 and 12 and the resolutions adopted by secret vote. A resolution is valid when all members of the Supervisory Board were informed in advance about the content of the draft resolution and when at least half of the members of the Supervisory Board, including the Chairman or the Deputy Chairman of the Supervisory Board, have taken part in the vote on the resolution.
5. Resolutions adopted following the procedure set out in Clause 4 above shall be presented at the next meeting of the Supervisory Board together with the result of the vote.

§ 17a

1. The Supervisory Board appoints from among its members the Audit Committee; it can also appoint other committees composed of its members.
2. The committees of the Supervisory Board act on the basis of Rules and Regulations agreed by the Supervisory Board.

Management Board

§ 18

1. The Management Board shall consist of 3 (three) to 9 (nine) members.
2. The Management Board shall include: the President of the Management Board, Vice-Presidents and other members of the Management Board.

§ 19

1. The members of the Management Board are appointed for a joint term of three years.

2. The Management Board is appointed by the Supervisory Board in accordance with the procedure set out in § 15 Clauses 1.7 and 1.8.
3. Appointment of two members of the Management Board, including the President of the Management Board, requires approval by the ~~Commission for Banking~~Financial Supervision- ~~Authority~~.
4. A member of the Management Board may be dismissed only for important reasons.

§ 20

1. All matters relating to the management of the affairs of the Bank, which are not reserved for the General Meeting or the Supervisory Board by the generally applicable laws and regulations or provisions of the Articles of Association, shall fall within the authority of the Management Board, including acquisition and disposal of real property, an interest in real property or the right of perpetual usufruct, which do not require a consent of the General Meeting in accordance with § 9 Clause 1.5.
2. Making decisions on incurring liabilities or disposing of assets the total value of which, in relation to one entity, exceeds 5% of the Bank's equity shall fall within the authority of the Management Board, save for the powers of the General Meeting set out in § 9 or of the Supervisory Board set out in § 15.

§ 21

Representations on behalf of the Bank shall be made by:

- 1) the President of the Management Board acting individually;
- 2) two members of the Management Board acting jointly, or one member of the Management Board acting jointly with a commercial proxy;
- 3) attorneys acting individually or jointly, to the extent of the power of attorney granted.

§ 22

1. The Management Board shall make its decisions during a meeting or in writing (by circulation). The Management Board may also make decisions using the means of instantaneous communication.
2. The operating procedure of the Management Board shall be defined in detail in Rules and Regulations adopted by the Management Board and approved by the Supervisory Board.
3. The Management Board shall make its determinations by way of resolutions.
4. Resolutions of the Management Board shall be required for all matters that go beyond the scope of ordinary activities of the Bank. Resolutions of the Management Board shall be adopted by an absolute majority of votes cast by those present at the meeting of the Management Board. In case of a tie, the President of the Management Board shall have the casting vote.
5. The Management Board, in the form of resolutions, fulfils the following functions:
 - 1) defines the Bank's strategy, taking into consideration the risk involved in the activities of the Bank as well as the principles of prudential and stable management of the Bank;
 - 2) defines the annual financial plans, including the conditions of its implementation;
 - 3) adopts organisational regulations and principles of division of authority;
 - 4) establishes and dissolves permanent committees of the Bank and determines their competences;
 - 5) adopts the Rules and Regulations of the Management Board;
 - 6) determines the internal regulations for managing the special funds set up from the net profit;
 - 7) sets the dates of dividend payment within the deadlines set by the General Meeting;
 - 8) appoints commercial proxies;
 - 9) defines banking products and other banking and financial services;

- 10) defines the principles of participation of the Bank in companies and other organisations, taking into account § 15 Clause 1.12.c;

10a) defines the effective systems for risk management, internal control, estimating the Bank's internal capital.

- 11) determines the principles of operation of the internal controls and the annual internal audit control plans;
- 12) creates, transforms and dissolves organisational units of the Bank in Poland and abroad.

6. The Management Board provides the Supervisory Board with periodical reports on risk management, capital adequacy and the effectiveness of the internal control system.

§ 23

1. The President of the Management Board shall:

- 1) manage the work of the Management Board;
- 2) convene and preside over meetings of the Management Board;
- 3) present the position of the Management Board to the governing bodies of the Bank and in external relations;
- 4) determine the assignment of the individual areas of the Bank's operations to the members of the Management Board, subject to Clause 4;
- 5) ensure implementation of the resolutions of the Management Board;
- 6) issue instructions and regulations;
- 7) present motions to the Supervisory Board for appointment and dismissal of the Vice-Presidents and other members of the Management Board;
- 8) take decisions concerning staffing of the positions reserved for his or her competence.

2. 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.

3. 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.
4. The member of the Management Board, whose appointment was approved by the ~~Commission for Banking~~ Financial Supervision Authority, shall be responsible in particular for the matters related to risk management including credit risk.
5. The members of the Management Board shall participate in managing the operations of the Bank in accordance with the Rules and Regulations of the Management Board.
6. The members of the Management Board shall supervise the areas of the Bank's operations assigned to them and shall make decisions in matters of the usual management within the areas of the Bank's operations they supervise.

V. Organisation of the Bank

§ 24

1. The objectives and tasks of the Bank are accomplished by the ~~head office, the regional branches, branches, special~~ Bank's organisational entities and organizational units of the Head Office, representative offices and other entities.
2. The organisation of the Bank shall be defined in the Organisational Regulations adopted by the Management Board and approved by the Supervisory Board.

§ 25

1. The governing bodies of the Bank shall issue the following internal regulations:
 - 1) resolutions – the Supervisory Board and the Management Board;
 - 2) orders – the President of the Management Board;

- 3) ~~circulares and~~ decisions – the entities authorised under separate internal regulations.
2. Defining the banking products and other banking and financial services shall require a resolution of the Management Board.
3. The procedure of issuing internal regulations shall be specified in separate provisions.

VI. The principles of functioning of the internal audit system

§ 26

1. An internal audit system shall be established at the Bank.
2. The scope of internal audit system shall cover all activities of the Bank set out in the Articles of Association.
3. The purpose of internal audit system is facilitating the decision-making processes helping to ensure:
 - 1) the effectiveness and efficiency of the Bank's operations;
 - 2) reliability of financial reporting; and
 - 3) compliance of the Bank's operations with the generally applicable laws and internal regulations.
4. The internal audit system ~~shall cover two independent areas: includes:~~
 - 1) ~~functional audit – performed by each employee as regards the quality and correctness of his or her work and by his or her immediate superior and the persons co-operating with such immediate superior;~~
~~institutional audit – performed by the~~ 1) control mechanisms;
 - 2) examination of compliance of the Bank's operations with the generally applicable laws and Bank's internal regulations.
 - 3) internal audit.
5. Organising an internal audit unit. – is within the discretion of the Management Board.

6. The internal audit unit ~~shall be subordinated~~ is independent and is directly responsible to the President of the Management Board.
7. ~~Appointment~~ The appointment and dismissal of the director ~~and deputy directors~~ of the internal audit unit requires prior approval of the Supervisory Board.

§ 27

1. The principles of functioning of the internal audit system shall be set by the Management Board including definition of organisational entities and units that are responsible for performance of such audit and specification of the tasks of respective organisational entities and units with regard to the audit.
2. The method of performing the internal audit in organisational entities of the Bank and the organisational units of the ~~head office~~ Head Office shall be defined by the President of the Management Board.

VII. Funds of the Bank

§ 28

1. The own funds of the Bank shall consist of:
 - 1) the core funds;
 - 2) the additional capital;
 - 3) the balance-sheet items classified in accordance with the Banking Law as funds deductible from the own funds of the Bank.
2. The core funds shall consist of:
 - 1) the basic funds consisting of:
 - a) the share capital;
 - b) the reserve capital;
 - c) the reserves;
 - 2) the additional items of the core funds consisting of:
 - a) the general risk fund for unidentified risks associated with banking activity;
 - b) profit brought forward;

- c) interim profit and the net profit for the current statement period, calculated in accordance with the applicable accounting principles, reduced by any anticipated charges and dividends in the amounts not exceeding the amounts of profit verified by the chartered auditors;
- 3) deductions from the core funds, consisting of:
- a) own shares held by the Bank, valued at their balance-sheet value, reduced by write-offs on account of permanent loss of their value;
 - b) intangible assets valued at their balance-sheet value;
 - c) loss brought forward;
 - d) interim loss;
 - e) net loss for the current accounting period.
3. Additional capital shall be created by virtue of resolutions of the General Meeting. The classification of funds as additional capital shall be governed by the regulations of the Banking Law.
4. The Bank may create special funds. Special funds shall be created and dissolved by virtue of resolutions of the General Meeting.
5. The detailed principles guiding the creation and use of the funds shall be defined in Rules and Regulations adopted by the Supervisory Board.

§ 29

1. The reserve capital of the Bank shall be created from annual write-offs from net profit to cover potential balance-sheet losses generated due to the activity of the Bank.
2. The amount of the reserve capital shall also be increased by: additional contributions made by the shareholders in exchange for special rights granted to their existing shares without increasing the share capital, share premiums remaining after coverage of the share distribution costs.
3. Decisions concerning utilisation of the reserve capital shall be made by the General Meeting.

§ 30

1. The reserves of the Bank shall be created independently of the reserve capital from the annual write-offs from net profit in the amount specified in a resolution of the General Meeting.
2. The reserves shall serve exclusively to cover potential balance-sheet losses. Decisions concerning utilisation of the reserve shall be made by the General Meeting.
3. The detailed principles concerning utilisation of the reserves shall be set out in the relevant Rules and Regulations to be adopted by the Supervisory Board.

§ 31

1. The general risk fund shall be created from write-offs from net profit in the amount specified in a resolution of the General Meeting.
2. The general risk fund shall cover unidentified risks associated with banking activity.

VIII. Financial management of the Bank

§ 32

1. The financial management of the Bank shall be based on the annual financial plans to be approved by the Supervisory Board. The detailed principles of financial management shall be defined by the Management Board.
2. The financial year shall correspond to the calendar year.

§ 33

The organisation and method of accounting shall be determined by the Management Board.

§ 34

Decisions concerning allocation of net profit of the Bank to:

- 1) the reserve capital;
- 2) the reserves;

- 3) the general risk fund for unidentified risks associated with banking activity;
- 4) the dividend;
- 5) special funds;
- 6) other purposes;

shall be made by the General Meeting with determination of the amount of write-offs for specific purposes.

§ 34a

The Management Board is authorized to make an advance payment of anticipated dividend for the end of the financial year, provided that the Bank has sufficient funds for such a payment and that the financial statement for the previous year indicates a profit. The disbursement of such advance payment requires the approval of the Supervisory Board and arrangements with the Financial Supervision Authority. The advance payment may only amount to half of the Bank's profit made since the end of the previous financial year, reported in the financial statement examined by a chartered auditor.

IX. Entering into the rights of the Eligible Shareholder

§ 35

1. The rights vested in the Eligible Shareholder pursuant to the Articles of Association shall be vested in the entity that will acquire them until another shareholder enters into its rights in accordance with provisions of Clause 2. The acquisition by other shareholder of shares that entitle to a larger number of votes at the General Meeting than can be exercised by the Eligible Shareholder, if they are acquired in a different manner than in accordance with Clause 2, shall not result in termination of the rights acquired by such Eligible Shareholder.
2. The entering into the rights of the Eligible Shareholder may only take place when a shareholder, who individually acquires (acting on its own behalf and on its own account) and registers at the General Meeting the shares that constitute at least 75% (seventy five percent) of the total number of shares in the share capital of the Bank, of which all shares in the number that exceed 10% (ten percent) of the total

number of shares in the share capital of the Bank shall be acquired by such shareholder:

- 1) through the tender offer to acquire all shares of the Bank announced in accordance with the provisions of the laws and regulations governing trading in financial instruments, from the shareholders that a) are not subsidiaries, dominant entities or controlled entities in respect to such shareholder, b) are not related to such shareholder in the manner described in of the laws and regulations governing trading in financial instruments, c) are not acting under other agreement with such shareholder aiming to circumvent the restrictions provided for in this Clause 1; or
- 2) on the primary market (as defined in the of the laws and regulations governing trading in financial instruments),

provided that such shareholder obtains consent or a permit on the principles set out in the generally applicable laws and regulations, should such consent be required.

X. Definitions

§ 36

Each reference in the Articles of Association to:

- 1) "**affiliated entity**" – means an affiliated entity within the meaning of the laws and regulations governing trading in financial instruments;
- 2) "**subsidiary**" and "**dominant entity**" – means, respectively, a "subsidiary" and a "dominant entity" within the meaning of the laws and regulations governing trading of financial instruments;
- 3) "**controlled entity**" – means a "controlled entity" within the meaning of the Accounting Act of 29 September, 1994 (i.e. Journal of Laws of 2002, No. 76, item 694, as amended).

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

Amendments to the Articles of Association of the Bank – a List of New or Amended Provisions of the Articles of Association

No.	New or Amended Provisions of the Articles of Association
1.	§ 1.1
2.	§ 9.1.5
3.	§ 9.2 and § 9.3
4.	§ 14a
5.	§ 15.1.1a
6.	§ 15.1.5
7.	§ 15.1.11(b) indents from first to fourth.
8.	§ 15.1.11(b) fifth indent.
9.	§ 15.1.11a
10.	§ 15.1.12(b)
11.	§ 15.1.12(d)
12.	§ 17a
13.	§ 22.5.1
14.	§ 22.5.10a
15.	§ 22.6
16.	§ 24.1
17.	§ 25.1.3
18.	§ 26.4
19.	§ 26.5
20.	§ 26.6
21.	§ 26.7
22.	§ 34a

**RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2010**

on approving the amendments to the Rules and Regulations of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna

Pursuant to § 9.1.2 of the Bank's Articles of Association, the Ordinary General Meeting adopts the following:

§ 1

The Ordinary General Meeting approves the amendments to the Rules and Regulations of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna introduced with resolution No. 27/2010 of the Supervisory Board of 12 May 2010 amending the resolution on 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 the date of its adoption.

Explanation

to the draft resolution on approving the amendments to the Rules and Regulations of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna

In relation to the adoption by the Supervisory Board of the amendments to the Rules and Regulations of the Supervisory Board through the resolution No. 27/2010 of 12 May 2010, according to § 9.1.2 of the Articles of Association of the Bank, there is a necessity for those amendments to be approved by the Ordinary General Meeting.

The proposed amendments to the Rules and Regulations of the Supervisory Board of the Bank are related to the introduction of a general reference in § 6 to the provisions of generally applicable law, stating the duties of members of supervisory boards in public companies, so as to the " Code of Best Practices for Warsaw Stock Exchange Listed Companies " in the scope of obligation of newly appointed members of the Supervisory Board to provide the Management Board of the Bank with documents necessary to fulfil information duties related to the change in the composition of the Supervisory Board as well as with declarations regarding a Supervisory Board member's compliance with the criteria of independence stated in the text of part III.6 of the " Code of Best Practices for Warsaw Stock Exchange Listed Companies".

Proposals for amendments to § 7 of the Rules and Regulations of the Supervisory Board of the Bank result from the necessity to adjust the provisions of rules and regulations to the provisions of the Act of 7 May 2009 on Statutory Auditors and their Self-government, Entities Authorized to Audit Financial Statements and on Public Supervision (Journal of Laws No. 77, item 649).

The Bank's Supervisory Board gave positive opinion on the above draft resolution.

Resolution of the Supervisory Board of the Bank of 12 May 2010

No. 27/2010

amending the resolution on the Rules and Regulations of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna

Pursuant to § 15.1.4 of the Bank's Articles of Association, the Supervisory Board of the Bank adopts the following:

1. The following amendments are made to the Rules and Regulations of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, attached to the resolution No. 44/2007 of the Supervisory Board of the Bank of 2 April 2007 on the Rules and Regulations of the Supervisory Board (as amended by resolutions No. 21/2008 and 27/2009):

- 1) § 6 shall have the following wording:

"§ 6. A member of the Supervisory Board shall provide the Management Board, on the date of his or her appointment to the Supervisory Board, with information specified in relevant provisions on current and periodic information provided by issuers of securities. A member of the Supervisory Board should also submit to the Management Board a declaration of compliance with the criteria of independence from the Bank and its close affiliates, specified in the "Code of Best Practices for Warsaw Stock Exchange Listed Companies".

- 2) § 7.4.2 shall have the following wording:

"2) the Audit Committee with the scope of duties including in particular:

- a) monitoring the process of financial reporting, including the revision of interim and annual financial statements (both individual and consolidated) of the Bank and the Group of the Bank;
- b) monitoring the efficiency of the internal audit systems, internal audits and risk management;
- c) monitoring the performance of financial auditing activities;
- d) monitoring the independence of the chartered auditor and the entity authorised to examine financial statements;

- e) recommending to the Supervisory Board the entity authorised to examine the financial statements in order to perform the financial auditing activities of the Bank;
- f) preparing recommendations for the Supervisory Board concerning evaluation of motions of the Management Board as to the distribution of profit (including, in particular, the dividend policy) and issuing securities;
- g) giving opinion on the internal audit plan of the Bank and the internal regulations of the Internal Audit Department and internal provisions on the functioning of the internal audit system in the Bank;
- h) reviewing the management accounting system;
- i) performing other advisory functions in favour of the Supervisory Board as regards the examination of financial statements of the Bank and the Group of the Bank;
- j) considering information and opinions submitted by the entity authorised to examine financial statements."

2. This resolution shall come into force as of the date of approval of the amendments to the Rules and Regulations of the Supervisory Board by the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna.

Cezary Banasiński
Chairman of the Supervisory Board of the Bank
the Bank

Jan Bossak
Member of the Supervisory Board of

Tomasz Zganiacz
Deputy Chairman of the Supervisory Board of the Bank
the Bank

Mirosław Czekaj
Member of the Supervisory Board of

Relevant signatures on the original

Błażej Lepczyński
Member of the Supervisory Board

Alojzy Zbigniew Nowak
Member of the Supervisory Board

RESOLUTION No. /2010
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 25 June 2010

on principles of remuneration of the members of the Supervisory Board of the Bank

Pursuant to Article 392(1) of the Code of Commercial Partnerships and Companies, the Ordinary General Meeting adopts the following:

§ 1

The monthly remuneration for the Members of the Supervisory Board of the Bank shall amount to:

- a) in the case of the Chairperson of the Supervisory Board –- times the average monthly wage and salary in enterprise sector, excluding awards disbursed from the profit earned in the quarter preceding the quarter in which the award is disbursed;
- b) in the case of the Deputy Chairperson of the Supervisory Board –- times the average monthly wage and salary in enterprise sector, excluding awards disbursed from the profit earned in the quarter preceding the quarter in which the award is disbursed;
- c) in the case of a Member of the Supervisory Board –- times the average monthly wage and salary in enterprise sector, excluding awards disbursed from the profit earned in the quarter preceding the quarter in which the award is disbursed.

§ 2

1. The remuneration for Members of the Supervisory Board participating in the works of Standing Committees of the Supervisory Board shall amount to:
 - a) for participation in the works of one Committee – 40% of the remuneration received by the participating Member in accordance with § 1, and in the case of the Chairperson of the Standing Committee – 50%;

- b) for participation in the works of each additional Standing Committee – 25% of the remuneration received by the participating Member in accordance with § 1, subject to § 1. 2.
2. The total remuneration received by a Member of the Supervisory Board by virtue of their participation in Standing Committees cannot exceed 75% of the remuneration received by that Member pursuant to § 1.

§ 3

1. Members of the Supervisory Board shall be entitled to the remuneration specified in § 1 and § 2, irrespective of the frequency of the convened meetings.
2. The remuneration shall not be paid for months in which the member of the Supervisory Board did not participate in any of the formally convened meetings, without excusing their absence. The decision on excusing the absence of the member of the Supervisory Board at its meeting is taken by means of a resolution of the Supervisory Board, and in the case of a Standing Committee – by this committee.
3. The remuneration referred to in § 1 and § 2 shall be calculated proportionally to the number of days in office, in the event of a member resigning, being appointed or being recalled in the course of a calendar month.
4. The remuneration referred to in § 1 and § 2 shall be payable until the 10th day of the month following the month for which the remuneration is due.
5. A member of the Supervisory Board, irrespective of the remuneration referred to in § 1 and § 2, shall be entitled to reimbursement of costs incurred in connection with the performance of their duties, in particular costs of transport from the place of residence to the place of meeting of the Supervisory Board or a Standing Committee and back, as well as costs of board and accommodation.

§ 4

The resolution No. 32/2005 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 19 May 2005 is hereby repealed.

§ 5

This resolution shall come into force on 1 June 2010.

Explanation
to draft resolution on
principles of remuneration of the members of the Supervisory Board of the
Bank

Pursuant to Article 392(1) of the Code of Commercial Partnerships and Companies, the remuneration of the members of the supervisory board of a company shall be determined in the company's articles or in a resolution of the general meeting.

The remuneration of the members of the Supervisory Board of the Bank has been determined in resolution No. 32/2005 of the Ordinary General Meeting of PKO BP SA of 19 May 2005 on principles of remuneration of the members of the Supervisory Board of the Bank. The amount of the above mentioned remuneration has been set on the basis of the Act of 3 March 2000 on Remuneration of Persons Managing Certain Legal Entities and implementing rules thereto.

As a result of the issue of series D shares with pre-emptive right and the sale by the State Treasury of its pre-emptive rights with relation to the newly issued series D shares, PKO BP SA does not fall within the scope of the above mentioned Act, it is therefore not bound by the statutory provisions limiting the remuneration of members of the Supervisory Board of the Bank. With relation to the above, it is proposed that the remuneration of the members of the Supervisory Board of the Bank be set at the amount specified in the draft resolution and in accordance with the rules specified therein.

The Bank's Supervisory Board gave positive opinion on the above draft resolution.