

**RESOLUTION No. /2008**  
**of the Extraordinary General Meeting**  
**of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**  
**dated 26 February 2008**

**concerning the election of the Chairman of the Extraordinary General Meeting**

In acting pursuant to art. 409 § 1 of the Companies Code, the Extraordinary General Meeting elects..... the Chairman of the Meeting.

**Rationale**

**for the draft resolution concerning the election of Chairman**  
**of the Extraordinary General Meeting**

Pursuant to Art. 409 § 1 of the Companies Code, the Chairman of the General Meeting shall be elected from among persons entitled to participate in the General Meeting. Pursuant to § 6.2 of the General Meeting Rules, the person opening the General Meeting orders that the Chairman of the General Meeting be elected in a secret vote, and he ensures that the vote takes place correctly and announces its results.

Therefore, it is necessary to submit this draft resolution to the General Meeting.

**RESOLUTION No. /2008**  
**of the Extraordinary General Meeting**  
**of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**  
**dated 26 February 2008**

**concerning the adoption of the agenda for the Extraordinary General Meeting**

The Extraordinary General Meeting adopts the following agenda:

- 1) Opening of the Extraordinary General Meeting,
- 2) Electing the Chairman of the Extraordinary General Meeting,
- 3) Declaring that the Extraordinary General Meeting was correctly convened and is capable of adopting binding resolutions,
- 4) Adopting the agenda,
- 5) Adopting resolutions on changes in the composition of the Supervisory Board,
- 6) Closing the General Meeting.

**Rationale**

**for the draft resolution concerning the adoption of the agenda**  
**of the Extraordinary General Meeting**

Pursuant to § 8.1 of the General Meeting Rules, the Chairman of the General Meeting shall present the agenda and move for it to be approved by the General Meeting.

Therefore, it is necessary to submit this draft resolution to the General Meeting.

**RESOLUTION No. /2008**  
**of the Extraordinary General Meeting**  
**of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**  
**dated 26 February 2008**

**on the dismissal from the composition of the Supervisory Board of**  
**Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

Pursuant to Art. 385 § 1 of the Companies Code in connection with §11.2 of the Bank's Articles of Association, the Extraordinary General Meeting resolves as follows:

§ 1

The following persons are dismissed as members of the Bank's Supervisory Board:  
...

§ 2

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

**Rationale**

**for draft resolution**  
**on the dismissal from the composition of the Supervisory Board of**  
**Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

The motion to convene an Extraordinary General Meeting, with an item on the agenda including the adoption of resolutions regarding the change in the composition of the Supervisory Board of the Bank, was submitted by the State Treasury – a shareholder of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, on the basis of Art. 400, paragraph 1 of the Commercial Companies Code.

According to the justification of the motion to convene the Extraordinary General Meeting presented by the Ministry of the State Treasury, the motion has been submitted as a result of the coming into force of order no 45 issued by the Minister of the State Treasury concerning the principles and mode of selecting candidates for supervisory boards of Treasury commercial companies and supervisory boards of other legal entities supervised by the Minister of the State Treasury and commencing,

as of 7 January 2008, the qualification procedures regarding the selection of candidates for the Supervisory Board of the Bank. The aforementioned order determines the new principles of appointing representatives of the State Treasury for company supervisory boards.

In accordance with art. 385, paragraph 1 of the Commercial Companies Code, members of the Supervisory Board of the Bank are dismissed by the General Meeting.

Taking the above into consideration, it is necessary to present the draft of this resolution at the Extraordinary General Meeting.

**RESOLUTION No. /2008**  
**of the Extraordinary General Meeting**  
**of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**  
**dated 26 February 2008**

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

Pursuant to Art. 385 § 1 of the Commercial Companies Code the Extraordinary General Meeting is adopting what follows:

§ 1

... shall be appointed member of the Supervisory Board of the Bank till the end of current term of office and for the entire next term.

§ 2

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

**Rationale**

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

The motion to convene an Extraordinary General Meeting, with an item on the agenda including the adoption of resolutions regarding the change in the composition of the Supervisory Board of the Bank, was submitted by the State Treasury – a shareholder of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, on the basis of Art. 400, paragraph 1 of the Commercial Companies Code.

According to the justification of the motion to convene the Extraordinary General Meeting presented by the Ministry of the State Treasury, the motion has been submitted as a result of the coming into force of order no 45 issued by the Minister of

the State Treasury concerning the principles and mode of selecting candidates for supervisory boards of Treasury commercial companies and supervisory boards of other legal entities supervised by the Minister of the State Treasury and commencing, as of 7 January 2008, the qualification procedures regarding the selection of candidates for the Supervisory Board of the Bank. The aforementioned order determines the new principles of appointing representatives of the State Treasury for company supervisory boards.

In accordance with art. 385, paragraph 1 of the Commercial Companies Code, members of the Supervisory Board of the Bank are appointed by the General Meeting.

Taking the above into consideration, it is necessary to present the draft of this resolution at the Extraordinary General Meeting.