

**RESOLUTION No. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008**

on the election of the Chairman of the Annual General Meeting

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

Resolution No. /2008
of the Ordinary General Meeting of
Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on adopting the agenda of the Ordinary General Meeting

The Ordinary General Meeting adopts the following agenda:

- 1) opening the Ordinary General Meeting;
- 2) electing the Chairman of the Ordinary General Meeting;
- 3) declaring that the Ordinary General Meeting was duly convened and is capable of adopting valid resolutions;
- 4) adopting the agenda;
- 5) considering the report of the Management Board of the Bank on the activities of the Bank in the year 2007, including information on the activities of the Management Board of the Bank as the governing body; also considering the financial statements of the Bank for the year 2007 and the motion of the Management Board on the distribution of the profit earned by the Bank in 2007;
- 6) considering the report of the Supervisory Board of the Bank containing the results of evaluation of: the report of the Management Board on the activities of the Bank in 2007, the financial statements of the Bank for the year 2007, the motion of the Management Board on the distribution of the profit earned by the Bank in 2007 and the report on the activities of the Supervisory Board as the governing body in 2007;
- 7) adopting resolutions on:
 - a) approving the report of the Management Board on the activities of the Bank in 2007,
 - b) approving the financial statements of the Bank for the year 2007,
 - c) approving the report of the Supervisory Board on the activities of the Supervisory Board in 2007;
 - d) the distribution of profit earned by the Bank in 2007,

- e) the payment of dividend for the year 2007,
 - f) the acknowledgment of due performance of duties vested in the Management Board members in 2007,
 - g) the awarding of the annual bonus to the President of the Management Board of the Bank for the year 2007,
 - h) the acknowledgment of due performance of duties vested in the Supervisory Board members in 2007,
- 8) considering the report on the activities of the PKO BP SA Group in 2007 and the consolidated financial statements of the PKO BP SA Group for the year 2007 and adopting resolutions on:
- a) approving the report on the activities of the PKO BP SA Group in 2007,
 - b) approving the consolidated financial statements of the PKO BP SA Group for the year 2007,
- 9) approving amendments to the Rules and Regulations of the Supervisory Board of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna,
- 10) presentation of the report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna on the outcome of the completed selection procedure for the positions of the President and Vice-Presidents of the Management Board of the Bank;
- 11) presentation of the report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna on the process of selling the hotels and offsite training centres;
- 12) closing the General Meeting.

RESOLUTION No. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

**concerning the approval of the report of the Bank Management Board on the
activities of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna in
2007**

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

§ 1

The report of the Bank Management Board on the activities of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna in 2007 also including information on the activities of the Management Board of the Bank as its governing body, is hereby approved.

§ 2

This resolution shall become effective as of the date of its adoption.

RESOLUTION No. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on the approval of the financial statements of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna for the financial year 2007

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

§ 1

To approve the financial statements of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2007 consisting of the following:

- 1) balance sheet as at 31 December 2007 showing PLN 105,371,337,000 on the assets and liabilities sides;
- 2) profit and loss account for the period from 1 January 2007 to 31 December 2007 showing net profit of PLN 2,719,991,000;
- 3) cash flow statement showing a decrease in net cash during the period from 1 January 2007 to 31 December 2007 by PLN 4,847,134,000;
- 4) statement of changes in shareholders' equity;
- 5) notes to the financial statements.

§ 2

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

RESOLUTION No. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

concerning the approval of the report of the Supervisory Board on the activities of the
Supervisory Board in 2007

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

§ 1

The report of the Supervisory Board on the activities of the Supervisory Board in 2007 is hereby approved.

§ 2

This resolution shall become effective as of the date of its adoption.

RESOLUTION No. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

concerning the distribution of profit earned by Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna in the financial year 2007

Pursuant to Art. 395§2.2 of the Companies and Partnerships Code the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna resolves as follows:

§ 1

The net profit of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for the period from 1 January 2007 to 31 December 2007 in the amount of PLN 2,719,991,000 shall be distributed as follows:

1)	dividend for the shareholders	PLN 1,090,000,000
2)	reserve capital	PLN 1,624,991,000
3)	reserves	PLN 5,000,000.

§ 2

This resolution shall become effective as of the date of its adoption.

RESOLUTION No. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

concerning the payment of dividend for the year 2007

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

§ 1

1. Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall pay the dividend for the year 2007 in the amount of PLN 1.09 gross per share.
2. The list of shareholders entitled to receive the dividend for the year 2007 shall be established as at 18 August 2008.
3. The dividend shall be paid on 4 September 2008.
4. The dividend may be paid by way of:
 - 1) transfer to a cash bank account servicing a securities account, when the shares are deposited in the securities account (investment account),
 - 2) transfer to a bank account indicated by the shareholder or in cash, when the shareholder has not indicated the securities account or cash account

§ 2

This resolution shall become effective as of the date of its adoption.

RESOLUTION no. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on acknowledging the fulfilment of duties by a member of the Bank's
Management Board for the year 2007

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

§ 1

To acknowledge the fulfilment of duties in 2007 by Mr Rafał Juszcak, Vice-President of the Bank's Management Board until 19 June 2007, and President of the Bank's Management Board from 20 June 2007.

§ 2

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

RESOLUTION no. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on acknowledging the fulfilment of duties by a member of the Bank's
Management Board for the year 2007

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

§ 1

To acknowledge the fulfilment of duties in 2007 by Ms Berenika Duda-Uhryn, Vice-President of the Bank's Management Board (since 10 September 2007).

§ 2

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

RESOLUTION no. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on acknowledging the fulfilment of duties by a member of the Bank's
Management Board for the year 2007

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

§ 1

To acknowledge the fulfilment of duties in 2007 by Mr Robert Działak, Vice-President of the Bank's Management Board (since 23 February 2007).

§ 2

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

RESOLUTION no. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on acknowledging the fulfilment of duties by a member of the Bank's
Management Board for the year 2007

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

§ 1

To acknowledge the fulfilment of duties in 2007 by Mr Mariusz Klimczak, Vice-President of the Bank's Management Board (since 15 July 2007).

§ 2

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

RESOLUTION no. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on acknowledging the fulfilment of duties by a member of the Bank's
Management Board for the year 2007

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

§ 1

To acknowledge the fulfilment of duties in 2007 by Mr Wojciech Kwiatkowski, Vice-President of the Bank's Management Board.

§ 2

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

RESOLUTION no. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on acknowledging the fulfilment of duties by a member of the Bank's
Management Board for the year 2007

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

§ 1

To acknowledge the fulfilment of duties in 2007 by Ms Aldona Michalak, a Vice-President of the Bank's Management Board (since 1 July 2007).

§ 2

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

RESOLUTION no. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on acknowledging the fulfilment of duties by a member of the Bank's
Management Board for the year 2007

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

§ 1

To acknowledge the fulfilment of duties in 2007 by Mr Adam Skowroński, Vice-President of the Bank's Management Board (from 11 to 30 April 2007 and from 23 July 2007).

§ 2

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

RESOLUTION no. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on acknowledging the fulfilment of duties by a member of the Bank's
Management Board for the year 2007

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

§ 1

To acknowledge the fulfilment of duties in 2007 by Mr Stefan Świątkowski, Vice-President of the Bank's Management Board (since 1 May 2007).

§ 2

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

RESOLUTION no. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on acknowledging the fulfilment of duties by a member of the Bank's
Management Board for the year 2007

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

§ 1

To acknowledge the fulfilment of duties in 2007 by Mr Marek Głuchowski, President of the Bank's Supervisory Board who temporarily acted as President of the Bank's Management Board from 10 January 2007 to 23 January 2007 and from 27 January 2007 to 10 April 2007.

§ 2

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

RESOLUTION no. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on acknowledging the fulfilment of duties by a member of the Bank's
Management Board for the year 2007

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

§ 1

To acknowledge the fulfilment of duties in 2007 by Mr Jacek Obłękowski, Vice-President of the Bank's Management Board until 31 January 2007.

§ 2

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

RESOLUTION no. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on acknowledging the fulfilment of duties by a member of the Bank's
Management Board for the year 2007

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

§ 1

To acknowledge the fulfilment of duties in 2007 by Mr Sławomir Skrzypek, Vice-President of the Bank's Management Board until 10 January 2007.

§ 2

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

RESOLUTION no. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on acknowledging the fulfilment of duties by a member of the Bank's
Management Board for the year 2007

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

§ 1

To acknowledge the fulfilment of duties in 2007 by Mr Zdzisław Sokal, a Vice-President of the Bank's Management Board until 13 March 2007.

§ 2

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

RESOLUTION No. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

concerning the awarding of the annual bonus to the President of the Bank
Management Board
for the year 2007

Pursuant to § 4.2 of the principles of remunerating the President of the Management Board of PKO BP S.A. adopted by resolution No. 36/2007 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna on the principles of remunerating the President of the Bank Management Board adopted on 26 April 2004 r the Annual General Meeting resolves as follows:

§ 1

Mr Rafał Juszcak, the President of the Bank Management Board is hereby awarded the annual bonus for the year 2007 in the amount of PLN 50,784.48 (say: fifty thousand seven hundred eighty four and 48/100 zlotys).

§ 2

This resolution shall become effective as of the date of its adoption.

RESOLUTION no. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on acknowledging the fulfilment of duties by a member of the Bank's
Supervisory Board for the year 2007

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

§ 1

To acknowledge the fulfilment of duties in 2007 by Mr Marek Głuchowski, President of the Bank's Supervisory Board, with the exception of the periods from 10 January 2007 to 23 January 2007 and from 27 January 2007 to 10 April 2007 during which Mr Marek Głuchowski temporarily acted as President of the Bank's Management Board.

§ 2

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

RESOLUTION no. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on acknowledging the fulfilment of duties by a member of the Bank's
Supervisory Board for the year 2007

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

§ 1

To acknowledge the fulfilment of duties in 2007 by Ms Urszula Pałaszek, a Vice-President of the Bank's Supervisory Board.

§ 2

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

RESOLUTION no. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on acknowledging the fulfilment of duties by a member of the Bank's
Supervisory Board for the year 2007

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

§ 1

To acknowledge the fulfilment of duties in 2007 by Mr Tomasz Siemiątkowski, Secretary of the Bank's Supervisory Board.

§ 2

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

RESOLUTION no. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on acknowledging the fulfilment of duties by a member of the Bank's
Supervisory Board for the year 2007

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

§ 1

To acknowledge the fulfilment of duties in 2007 by Mr Maciej Czapiewski, a member of the Bank's Supervisory Board (since 19 March 2007).

§ 2

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

RESOLUTION no. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on acknowledging the fulfilment of duties by a member of the Bank's
Supervisory Board for the year 2007

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

§ 1

To acknowledge the fulfilment of duties in 2007 by Mr Jerzy Michałowski, a member of the Bank's Supervisory Board.

§ 2

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

RESOLUTION no. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on acknowledging the fulfilment of duties by a member of the Bank's
Supervisory Board for the year 2007

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

§ 1

To acknowledge the fulfilment of duties in 2007 by Mr Jerzy Osiatyński, a member of the Bank's Supervisory Board (until 31 January 2007).

§ 2

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

RESOLUTION no. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on acknowledging the fulfilment of duties by a member of the Bank's
Supervisory Board for the year 2007

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

§ 1

To acknowledge the fulfilment of duties in 2007 by Mr Adam Skowroński, a member of the Bank's Supervisory Board until 22 July 2007, with the exclusion of his temporarily acting as a Vice-President of the Bank's Management Board from 11 April until 30 April 2007.

§ 2

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

RESOLUTION no. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on acknowledging the fulfilment of duties by a member of the Bank's
Supervisory Board for the year 2007

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

§ 1

To acknowledge the fulfilment of duties in 2007 by Ms Agnieszka Winnik-Kalemba, a member of the Bank's Supervisory Board.

§ 2

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

RESOLUTION No. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

concerning the approval of the report of the Bank Management Board on the activities
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Group in 2007

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

§ 1

The report of the Bank Management Board on the activities of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Group in 2007 is hereby approved.

§ 2

This resolution shall become effective as of the date of its adoption.

RESOLUTION No. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

on the approval of the consolidated financial statements of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Group for the financial year 2007

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

§ 1

To approve the consolidated financial statements of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Group for 2007 consisting of the following:

- 1) consolidated balance sheet as at 31 December 2007 showing PLN 108,568,683,000 on the assets and liabilities sides;
- 2) consolidated profit and loss account for the period from 1 January 2007 to 31 December 2007 showing net profit of PLN 2,903,632,000;
- 3) consolidated cash flow statement showing a decrease in net cash during the period from 1 January 2007 to 31 December 2007 by PLN 4,899,759,000;
- 4) statement of changes in consolidated shareholders' equity;
- 5) notes to the consolidated financial statements.

§ 2

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

RESOLUTION No. /2008
of the Annual General Meeting
of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 20 May 2008

concerning the approval of amendments to the Supervisory Board Rules and Regulations

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

§ 1

Hereby approved are amendments to the Supervisory Board Rules and Regulations adopted by the resolution of the Bank Supervisory Board No. 21/2008 of 11 April 2008 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.