

RESOLUTION No. 1/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
of 30 June 2009

on the election of the Chairman of the Ordinary General Meeting of
Shareholders

Acting on the basis of Article 409 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders elects as Chairman of the Ordinary General Meeting Marek Furtek.

RESOLUTION No. 2/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009

on adopting the agenda of the Ordinary General Meeting

The Ordinary General Meeting adopts the following agenda:

- 1) opening of the Ordinary General Meeting of Shareholders,
- 2) election of the Chairman of the Ordinary General Meeting of Shareholders,
- 3) declaration that the Ordinary General Meeting of Shareholders has been correctly convened and is capable of adopting binding resolutions,
- 4) approval of the agenda,
- 5) examination of the Management Board's report on the Bank's activities in 2008, containing information on the Management Board's activities as a corporate body as well as consideration of the Bank's financial statements for 2008 and the Management Board's motion on the distribution of the Bank's profit attained in 2008,
- 6) examination of the report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna containing the results of the evaluation of the Management Board's report on the Bank's activities in 2008, the Bank's financial report for 2008 as well as the Management Board's motion on the distribution of the Bank's profit attained in 2008, and the report on the activities of the Supervisory Board as a corporate body in 2008,
- 7) adoption of resolutions on:
 - a) approving the Management Board's report on the Bank's activities in 2008,
 - b) approving the Bank's financial report for 2008,
 - c) approving the Supervisory Board's report on its activities in 2008,
 - d) distribution of the Bank's profit attained in 2008,
 - e) discharging members of the Management Board from liability in connection with the performance of their duties in 2008,

- f) discharging members of the Supervisory Board from liability in connection with the performance of their duties in 2008,
- 8) examination of the report on the activities of the Group of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna in 2008 and the consolidated financial report of the Group of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2008, and adoption of resolutions on:
 - a) approving the report on the activities of the Group of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna in 2008,
 - b) approving the consolidated financial report of the Group of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2008,
- 9) adoption of a resolution on increasing the Bank's share capital; proposed date on the pre-emptive record date is 23 September 2009,
- 10) adoption of resolutions on amendings the Bank's Corporate Charter,
- 11) approval of amendments to the Regulations of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna,
- 12) adoption of a resolution on acceptance of the Regulations of the General Meeting of Shareholders of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna,
- 13) presentation of information by the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna on the result of qualifying proceeding for the post of Vice-president of the Bank's Management Board,
- 14) presentation of the report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna on the process of selling training and recreation centres,
- 15) closure of the meeting.

**RESOLUTION No. 3/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009**

**on approval of the report of the Bank's Management Board on the operations of
Powszechna Kasa Oszczędności Bank Polski Spółki Akcyjnej for 2008**

Acting on the basis of Article 395 § 2 point 1 of the Commercial Companies Code,
the Ordinary General Meeting of Shareholders resolves as follows:

§ 1.

The report of the Bank's Management Board on the operations of Powszechna Kasa Oszczędności Bank Polski Spółki Akcyjnej for 2008, including information on the activities of the Bank's Management Board as a corporate body of the company, is approved.

§ 2.

This resolution enters into force of the day of its adoption.

**RESOLUTION No. 4/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009**

**on approval of the financial statements of Powszechna Kasa Oszczędności
Bank Polski Spółki Akcyjnej for 2008**

Acting on the basis of Article 395 § 2 point 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1.

The financial statements of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2008, consisting of the following documents, are approved:

- 1) the balance sheet drawn up as at 31 December 2008, which on the side of assets and liabilities shows a total of PLN 131,244,827,000
- 2) the profit and loss account for the period from 1 January 2008 to 31 December 2008, showing a net profit amounting to PLN 2,881,260,000
- 3) the cash flow statement, showing a reduction in net cash holdings in the period from 1 January 2008 to 31 December 2008 of PLN 945,615,000
- 4) the schedule of changes in equity, and
- 5) supplementary information to the financial statements.

§ 2.

This resolution enters into force of the day of its adoption.

**RESOLUTION No. 5/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009**

on approval of the report of the Supervisory Board on the activities of the Supervisory Board as a corporate body of the company in 2008

The Ordinary General Meeting of Shareholders resolves as follows:

§ 1

The report of the Supervisory Board on the activities of the Supervisory Board in 2008 is approved.

§ 2

This resolution enters into force of the day of its adoption.

RESOLUTION No. 8/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009

on granting the amendment to the draft resolution on the distribution of the
Bank's net profits for the financial year ending on 31 December 2008

The Ordinary General Meeting of Shareholders hereby amends the draft resolution of the Ordinary General Meeting of Shareholders of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 30 June 2009 on the distribution of the Bank's net profits for the financial year ending on 31 December 2008, as follows:

- in § 1 point a, the number "99.98%" is changed to "34.71%" and the amount "PLN 2,880,000,000 (two billion, eight hundred and eighty million zlotys)" is changed to "PLN 1,000,000,000 (one billion zlotys)";
- in § 1 point b, the amount "PLN 1,260,000 (one million, two hundred and sixty thousand zlotys)" is changed to "PLN 1,881,260,000 (one billion, eight hundred and eighty-one million, two hundred and sixty thousand zlotys)";
- in § 2, the amount "PLN 2.88 (two zlotys, eighty-eight grosze)" is changed to "PLN 1.00 (one zloty)".

Resolution No. 9/2009

**of the Ordinary General Meeting of Shareholders in
Powszechnej Kasy Oszczędności
Banku Polskiego Spółki Akcyjnej
of 30 June 2009**

**on distributing the Bank's net profit for the financial year ended
31 December 2008**

Acting pursuant to Article 395 § 2 point 2, Article 348 § 1 of the Polish Commercial Companies Code and § 34 of the Corporate Charter of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, the annual general meeting of the Bank, having considered:

- (a) the financial results of the Bank generated in 2008 and in the first quarter of 2009, as well as the financial situation of the Bank as at 31 March 2009, including the Tier I capital (core capital) of the Bank of PLN 11,791,879,000 and the capital adequacy ratio (solvency ratio) being 11.54%,
- (b) a recommendation of the management board to the Bank's annual general meeting convened as at 30 June 2009 on adopting a resolution on increasing the Bank's share capital,
- (c) the Bank's practice regarding the dividend payment in the period from the first-time listing of the shares on the Warsaw Stock Exchange.

hereby resolves as follows:

§ 1.

The Bank's net profit for the financial year ended 31 December 2008, i.e. PLN 2,881,260,000 (two billion, eight hundred and eighty-one million, two hundred and sixty thousand zloty) shall be distributed as follows:

- (a) 34.71% of the Bank's net profit for the financial year ended 31 December 2008, i.e. PLN 1,000,000,000 (one billion zloty) shall be earmarked for dividend payments; and
- (b) the Bank's net profit for the financial year ended 31 December 2008, remaining after the deduction of the dividend amount, i.e. PLN 1,881,260,000 (one billion and eight hundred and eighty-one million, two hundred and sixty thousand zloty) shall be earmarked for reserves.

§ 2.

The amount of the dividend payment shall be PLN 1.00 (one zloty) per share.

§ 3.

The dividend record date shall be 24 September 2009.

§ 4.

The dividend payment date shall be 5 October 2009.

§ 5.

This resolution shall come into force as of its adoption.

RESOLUTION No. 10/2009
of the Ordinary General Meeting of Shareholders in
Powszechnej Kasy Oszczędności
Banku Polskiego Spółki Akcyjnej
of 30 June 2009

on granting a discharge from liability to a member of the Management Board of
the Bank for 2008

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Mr Jerzy Pruski, Acting President of the Bank's Management Board from 20 May 2008 and President of the Bank's Management Board from 17 June 2008, is granted a discharge from liability for the performance of his duties in 2008.

§ 2

This resolution enters into force of the day of its adoption.

**RESOLUTION No. 11/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009**

**on granting a discharge from liability to a member of the Management Board of
the Bank for 2008**

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code,
the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Mr Bartosz Drabikowski, Vice-President of the Bank's Management Board from 20
May 2008, is granted a discharge from liability for the performance of his duties in
2008.

§ 2

This resolution enters into force of the day of its adoption.

RESOLUTION No. 12/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009

on granting a discharge from liability to a member of the Management Board of the Bank for 2008

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Mr Krzysztof Dresler, Vice-President of the Bank's Management Board from 1 July 2008, is granted a discharge from liability for the performance of his duties in 2008.

§ 2

This resolution enters into force of the day of its adoption.

RESOLUTION No. 13/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009

on granting a discharge from liability to a member of the Management Board of the Bank for 2008

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Mr Mariusz Klimczak, Vice-President of the Bank's Management Board until 30 September 2008, is granted a discharge from liability for the performance of his duties in 2008.

§ 2

This resolution enters into force of the day of its adoption.

**RESOLUTION No. 14/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009**

**on granting a discharge from liability to a member of the Management Board of
the Bank for 2008**

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code,
the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Mr Tomasz Mironczuk, Vice-President of the Bank's Management Board from 20
May 2008, is granted a discharge from liability for the performance of his duties in
2008.

§ 2

This resolution enters into force of the day of its adoption.

RESOLUTION No. 15/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009

on granting a discharge from liability to a member of the Management Board of the Bank for 2008

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

Mr Jarosław Myjak, Vice-President of the Bank's Management Board from 15 December 2008, is granted a discharge from liability for the performance of his duties in 2008.

§ 2

This resolution enters into force of the day of its adoption.

**RESOLUTION No. 16/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009**

**on granting a discharge from liability to a member of the Management Board of
the Bank for 2008**

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code,
the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Mr Wojciech Papierak, from 1 July 2008 Vice-President of the Bank's Management Board, is granted a discharge from liability for the performance of his duties in 2008.

§ 2

This resolution enters into force of the day of its adoption.

RESOLUTION No. 17/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009

on granting a discharge from liability to a member of the Management Board of
the Bank for 2008

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Mr Mariusz Zarzycki, from 1 September 2008 Vice-President of the Bank's Management Board, is granted a discharge from liability for the performance of his duties in 2008.

§ 2

This resolution enters into force of the day of its adoption.

**RESOLUTION No. 18/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009**

**on granting a discharge from liability to a member of the Management Board of
the Bank for 2008**

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code,
the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Mr Rafał Juszcak, President of the Bank's Management Board until 20 May 2008, is
granted a discharge from liability for the performance of his duties in 2008.

§ 2

This resolution enters into force of the day of its adoption.

RESOLUTION No. 19/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009

on granting a discharge from liability to a member of the Management Board of
the Bank for 2008

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Ms Berenika Duda-Uhryn, Vice-President of the Bank's Management Board until 20 May 2008, is granted a discharge from liability for the performance of her duties in 2008.

§ 2

This resolution enters into force of the day of its adoption.

RESOLUTION No. 20/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009

on granting a discharge from liability to a member of the Management Board of
the Bank for 2008

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Mr Robert Działak, Vice-President of the Bank's Management Board until 20 May 2008, is granted a discharge from liability for the performance of his duties in 2008.

§ 2

This resolution enters into force of the day of its adoption.

**RESOLUTION No. 21/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009**

**on granting a discharge from liability to a member of the Management Board of
the Bank for 2008**

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code,
the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Mr Wojciech Kwiatkowski, Vice-President of the Bank's Management Board until 20
May 2008, is granted a discharge from liability for the performance of his duties in
2008.

§ 2

This resolution enters into force of the day of its adoption.

**RESOLUTION No. 22/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009**

**on granting a discharge from liability to a member of the Management Board of
the Bank for 2008**

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code,
the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Ms Aldona Michalak, Vice-President of the Bank's Management Board until 20 May
2008, is granted a discharge from liability for the performance of her duties in 2008.

§ 2

This resolution enters into force of the day of its adoption.

**RESOLUTION No. 23/2009
of the Ordinary General Meeting of Shareholders in
Powszechnej Kasy Oszczędności
Banku Polskiego Spółki Akcyjnej
of 30 June 2009**

**on granting a discharge from liability to a member of the Management Board of
the Bank for 2008**

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Mr Adam Skowroński, Vice-President of the Bank's Management Board until 20 May 2008, is granted a discharge from liability for the performance of his duties in 2008.

§ 2

This resolution enters into force of the day of its adoption.

**RESOLUTION No. 24/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009**

**on granting a discharge from liability to a member of the Management Board of
the Bank for 2008**

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code,
the of Shareholders Ordinary General Meeting resolves as follows:

§ 1

Mr Stefan Świątkowski, Vice-President of the Bank's Management Board until 20
May 2008, is granted a discharge from liability for the performance of his duties in
2008.

§ 2

This resolution enters into force of the day of its adoption.

RESOLUTION No. 25/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009

on granting a discharge from liability to a member of the Supervisory Board of
the Bank for 2008

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Ms Marzena Piszczek, Chairman of the Bank's Supervisory Board from 26 February 2008, is granted a discharge from liability for the performance of her duties in 2008.

§ 2

This resolution enters into force of the day of its adoption.

**RESOLUTION No. 26/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009**

**on granting a discharge from liability to a member of the Supervisory Board of
the Bank for 2008**

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code,
the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Mr Eligiusz Jerzy Krześniak, Vice-Chairman of the Bank's Supervisory Board from 26
February 2008, is granted a discharge from liability for the performance of his duties
in 2008.

§ 2

This resolution enters into force of the day of its adoption.

**RESOLUTION No. 27/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009**

**on granting a discharge from liability to a member of the Supervisory Board of
the Bank for 2008**

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code,
the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Mr Jan Bossak, a member of the Bank's Supervisory Board from 26 February 2008,
is granted a discharge from liability for the performance of his duties in 2008.

§ 2

This resolution enters into force of the day of its adoption.

**RESOLUTION No. 28/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009**

**on granting a discharge from liability to a member of the Supervisory Board of
the Bank for 2008**

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code,
the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Mr Jerzy Osiatyński, a Member of the Bank's Supervisory Board from 26 February
2008, is granted a discharge from liability for the performance of his duties in 2008.

§ 2

This resolution enters into force of the day of its adoption.

**RESOLUTION No. 29/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009**

**on granting a discharge from liability to a member of the Supervisory Board of
the Bank for 2008**

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code,
the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Ms Urszula Pałaszek, a member of the Bank's Supervisory Board, is granted a
discharge from liability for the performance of her duties In 2008.

§ 2

This resolution enters into force of the day of its adoption.

**RESOLUTION No. 30/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009**

**on granting a discharge from liability to a member of the Supervisory Board of
the Bank for 2008**

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code,
the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Mr Roman Sobiecki, a member of the Bank's Supervisory Board from 26 February
2008, is granted a discharge from liability for the performance of his duties in 2008.

§ 2

This resolution enters into force of the day of its adoption.

**RESOLUTION No. 31/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009**

**on granting a discharge from liability to a member of the Supervisory Board of
the Bank for 2008**

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code,
the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Mr Ryszard Wierzba, a Member of the Bank's Supervisory Board from 26 February
2008, is granted a discharge from liability for the performance of his duties in 2008.

§ 2

This resolution enters into force of the day of its adoption.

RESOLUTION No. 32/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009

on granting a discharge from liability to a member of the Supervisory Board of the Bank for 2008

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Mr Marek Głuchowski, Chairman of the Bank's Supervisory Board until 26 February 2008, is granted a discharge from liability for the performance of his duties in 2008.

§ 2

This resolution enters into force of the day of its adoption.

**RESOLUTION No. 33/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009**

**on granting a discharge from liability to a member of the Supervisory Board of
the Bank for 2008**

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code,
the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Mr Maciej Czapiewski, a member of the Bank's Supervisory Board until 26 February
2008, is granted a discharge from liability for the performance of his duties in 2008.

§ 2

This resolution enters into force of the day of its adoption.

**RESOLUTION No. 34/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009**

**on granting a discharge from liability to a member of the Supervisory Board of
the Bank for 2008**

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code,
the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Mr Jerzy Michałowski, a member of the Bank's Supervisory Board until 26 February
2008, is granted a discharge from liability for the performance of his duties in 2008.

§ 2

This resolution enters into force of the day of its adoption.

**RESOLUTION No. 35/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009**

**on granting a discharge from liability to a member of the Supervisory Board of
the Bank for 2008**

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code,
the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Mr Tomasz Siemiątkowski, Secretary of the Bank's Supervisory Board until 26
February 2008, is granted a discharge from liability for the performance of his duties
in 2008.

§ 2

This resolution enters into force of the day of its adoption.

**RESOLUTION No. 36/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009**

on granting a discharge from liability to a member of the Supervisory Board of the Bank for 2008

Acting on the basis of Article 395 § 2 point 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

Ms Agnieszka Winnik-Kalemba, a Member of the Bank's Supervisory Board until 26 February 2008, is granted a discharge from liability for the performance of her duties in 2008.

§ 2

This resolution enters into force of the day of its adoption.

**RESOLUTION No. 37/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009**

**on approval of the report of the Bank's Management Board on the operations of
Powszechna Kasa Oszczędności Bank Polski Spółki Akcyjnej Group for 2008**

The Ordinary General Meeting of Shareholders resolves as follows:

§ 1.

The report of the Bank's Management Board on the operations of Powszechna Kasa Oszczędności Bank Polski Spółki Akcyjnej Group for 2008 is approved.

§ 2.

This resolution enters into force of the day of its adoption.

RESOLUTION No. 38/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009

on approval of the consolidated financial statements of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Group for 2008

Acting on the basis of Article 395 § 5 point of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1.

The consolidated financial statements of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Group for 2008, consisting of the following documents, are approved:

- 1) the consolidated balance sheet drawn up as at 31 December 2008, which on the side of assets and liabilities shows a total of PLN 134,635,986,000
- 2) the consolidated profit and loss account for the period from 1 January 2008 to 31 December 2008, showing a net profit amounting to PLN 3,120,674,000
- 3) the consolidated cash flow statement, showing a reduction in net cash holdings in the period from 1 January 2008 to 31 December 2008 of PLN 962,073,000
- 4) the schedule of changes in consolidated equity, and
- 5) supplementary information to the consolidated financial statements.

§ 2.

This resolution enters into force of the day of its adoption.

Resolution No. 39/2009

**of the Ordinary General Meeting of Shareholders in
Powszechnej Kasy Oszczędności
Banku Polskiego Spółki Akcyjnej
of 30 June 2009**

on increasing the Bank's share capital

Pursuant to Article 431, Article 432, Articles 433 and Article 436 of the Polish Commercial Companies Code (the "**CCC**") and § 9 of the Corporate Charter of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna (the "**Bank**"), the annual general meeting of the Bank hereby resolves as follows:

§ 1.

1. Increase the share capital by up to PLN 300,000,000 (three hundred million) by way of the issue of up to 300,000,000 (three hundred million) ordinary bearer series D shares, with a nominal value of PLN 1 (one zloty) each (the "**Series D Shares**").
2. The Series D Shares shall participate in the dividend distributions starting from 1 January 2009.
3. The Series D Shares must be paid for in cash only.
4. The Series D Shares shall be issued by way of closed offering (*subskrypcja zamknięta*) within the meaning of Article 431 § 2 point 2 of the CCC, which shall constitute a public offering within the meaning of the Polish Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies of 29 July 2005 (the "**Act on Public Offering**").
5. The shareholders holding shares in the Bank at the end of the pre-emptive right record day shall be entitled to exercise the pre-emptive right relating to Series D Shares, whereas for one share in the Bank held at the end of the pre-emptive right record day, a shareholder shall have one pre-emptive right.
6. The pre-emptive right record date shall be 29 October 2009.

7. The dates for the exercise of the pre-emptive right relating to Series D Shares, shall be specified in a prospectus of the Bank (the “**Prospectus**”) prepared in accordance with the applicable laws governing a public offering and the application for admission and introduction of the pre-emptive rights relating to Series D Shares, the rights to Series D Shares and the Series D Shares to trading on the regulated market of the Warsaw Stock Exchange (the “**WSE**”)

§ 2.

1. The Bank’s management board is hereby authorised to determine the final amount by which the share capital of the Bank will be increased, whereas the sum determined by the management board cannot exceed the maximum amount of increase specified in § 1 item 1 of this resolution.
2. The Management Board of the Bank is authorized to take any actions connected with increasing the share capital and to determine the detailed conditions of subscription for and allocation of Series D Shares, including:
 - a) recommending the issue price (issue prices) of Series D Shares, with the proviso that the Supervisory Board finally determines the issue price (issue prices);
 - b) recommending the dates of opening and closing subscriptions for Series D Shares, with the proviso that the Supervisory Board finally specifies the dates of opening and closing subscriptions for Series D Shares;
 - c) establishing the principles of subscription for and allocation of Series D Shares, including the principles of rounding off to the nearest whole number, which arises from the ratio of the final number of Series D Shares offered to the pre-emptive rights to Series D Shares;
 - d) concluding agreements in order to secure the success of subscriptions for Series D Shares, including concluding an firm commitment underwriting agreement (agreements) or a stand-by underwriting agreement (agreements) upon the consent of the Supervisory Board.
3. The Management Board of the Bank is authorized to take all action necessary to offer Series D Shares through a public offering within the meaning of the Act

on Public Offerings, including to submit an application for the Prospectus to be approved to the Financial Supervision Commission.

4. The Management Board's implementation of the authorization referred to in item 1 and item 2 letter c) and letter d) – with respect to concluding of her agreements than an agreement or underwriting agreements – must be agreed with the Supervisory Board.
5. The powers of the Supervisory Board referred to in § 2 item 2 and 4 do not apply to the situation referred to in Article 436 § 4 of the Commercial Companies Code.

§ 3.

1. It is thereby resolved that the Bank shall seek admission and introduction into trading on the regulated market of the WSE:
 - a) up to 300,000,000 Series D Shares,
 - b) 1,000,000,000 pre-emptive rights relating to Series D Shares; and
 - c) up to 300,000,000 rights to Series D Shares.
2. The Bank's management board is further authorized to take any actions required to perform the provisions set forth in § 3 point 1 above.

§ 4.

It is thereby resolved that Series D Shares, pre-emptive rights to Series D Shares and the rights to Series D Shares should be dematerialised, pursuant to Article 5 item 8 of the Polish Act on Trading in Financial Instruments dated 29 July 2005. The Bank's management board is further authorized to conclude with the National Depository for Securities (KDPW S.A.) an agreement for registration of Series D Shares, pre-emptive rights to Series D Shares and rights to Series D Shares in the national depository and to take any actions necessary to effect their dematerialisation.

§ 5.

This resolution shall come into force as of its adoption.

Resolution No. 40/2009

**of the Ordinary General Meeting of Shareholders in
Powszechnej Kasy Oszczędności
Banku Polskiego Spółki Akcyjnej
of 30 June 2009**

on amending the Bank's Corporate Charter

Acting pursuant to Article 430 § 1 and § 5 and Article 431 of the Polish Commercial Companies Code (the "CCC") and § 9 of the Corporate Charter of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna (the "Bank"), the annual general meeting of the Bank hereby resolves as follows:

§ 1.

1. In connection with the adoption of resolution No. 39 dated 30 June 2009 w on increasing the share capital of the Bank, § 6 item 1 of the Bank's Corporate Charter in the following wording:

1. The Bank's share capital shall be PLN 1,000,000,000 (one billion zloty) and shall be divided into 1,000,000,000 (one billion) shares with the nominal value of PLN 1 (one zloty) 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 and 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.*

shall be amended to read as follows:

1. "The Bank's share capital shall be up to PLN 1,300,000,000 (one billion, three hundred million zloty) and shall be divided into up to 1,300,000,000 (one billion, three hundred million) shares with the nominal value of PLN 1 (one zloty) 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 and 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) *up to 300,000,000 (three hundred million) bearer series D shares.*

The Bank's management board shall determine the final amount by which the share capital of the Bank will be increased, the total amount of shares subscribed for and the content of § 6 of the Bank's Corporate Charter, in accordance with this resolution, pursuant to Article 432 § 4 and Article 310 in conjunction with Article 431 § 7 of the CCC. Determining the final amount by which the share capital is to be increased must be agreed with the Supervisory Board.

2. An amendment to the Corporate Charter in the aforementioned scope shall require the approval of the Polish Financial Supervision Authority pursuant to Article 34 item 2 in conjunction with Article 31 item 3 of the Polish Act dated 9 August 1997 - the Banking Law.

§ 2.

The Bank's supervisory board shall be authorised to determine the consolidated text of the Corporate Charter allowing for the amendments arising out of this resolution.

§ 3.

This resolution shall come into force as of its adoption.

Resolution No. 41/2009

**of the Ordinary General Meeting of Shareholders in
Powszechnej Kasy Oszczędności
Banku Polskiego Spółki Akcyjnej
of 30 June 2009**

on amending the Bank's Corporate Charter

Acting pursuant to Article 430 § 1 and § 5 and Article 349 of the Polish Commercial Companies Code (the "CCC") and § 9 of the Corporate Charter of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna (the "Bank"), the annual general meeting of the Bank hereby resolves as follows:

§ 1.

The Corporate Charter of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall be amended by adding a new § 34a below § 34, to read as follows:

„§34a The Management Board is authorized to make an advance payment of anticipated dividend for the end of the financial year, provided the Bank has sufficient funds for such a payment. The disbursement of such advance payment requires the approval of the Supervisory Board.”

§ 2.

The Bank's supervisory board shall be authorised to determine the consolidated text of the Corporate Charter allowing for the amendments arising out of this resolution.

§ 3.

This resolution shall come into force as of its adoption.

RESOLUTION No. 42/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009

on adoption of the Rules of Procedure of the Supervisory Board of Powszechna
Kasa Oszczędności Bank Polski Spółka Akcyjna

On the basis of § 9 item 1 point 2 of the Bank's Corporate Charter, it is resolved as follows:

§ 1

The changes to the Rules of Procedure of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna introduced by resolution No. 27/2009 of the Bank's Supervisory Board of 15 June 2009 amending the resolution on the Rules of Procedure of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna are adopted.

§ 2

This resolution enters into force on the day of its adoption.

RESOLUTION No. 43/2009
of the Ordinary General Meeting of Shareholders in
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 30 June 2009

on adoption of the Rules of Procedure of the General Meeting of Shareholders of
Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna

On the basis of § 10 item 2 of the Bank's Corporate Charter, it is resolved as follows:

§ 1

The Rules of Procedure of the General Meeting of Shareholders of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, with the content presented in the attachment, are adopted.

§ 2

The Rules of Procedure of the General Meeting of Shareholders of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna referred to in § 1 apply to general meetings of shareholders in Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna summoned on dates after 2 August 2009.

§ 3

On 2 August 2009, the Rules of Procedure of the General Meeting of Shareholders of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna adopted on 19 May 2005 cease to apply.

§ 4

This resolution enters into force of the day of its adoption.