

Resolution No. /2009

**by the Extraordinary General Meeting of Shareholders of
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
on 2009**

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

Pursuant to Article 409 § 1 of the Commercial Companies Code, the Extraordinary
General Meeting of Shareholders elects as Chairman of the Meeting:

.....

Justification

**of the draft resolution on the election of the
Chairman of the Extraordinary General Meeting of Shareholders**

Pursuant to Article 409 § 1 of the Commercial Companies Code, a chairman
of a General Meeting of Shareholders is elected out of the persons eligible to attend.
Pursuant to § 6 item 2 of the Regulations for the General Meetings of Shareholders,
the person who opens the General Meeting ordains the election, by secret ballot, of a
Chairman of the General Meeting, ensures that the vote proceeds correctly, and
announces the result.

Therefore, it is essential that the draft of this resolution be placed before the
Extraordinary General Meeting of Shareholders.

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

Resolution No. /2009

**by the Extraordinary General Meeting of Shareholders of
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
on 2009**

**on the adoption of the agenda of the Extraordinary General Meeting of
Shareholders**

The Extraordinary General Meeting of Shareholders adopts the following agenda:

- 1) Opening of the Meeting,
- 2) Election of the Chairman of the Meeting,
- 3) Confirmation that the Meeting has been duly convened and is qualified to adopt binding resolutions,
- 4) Approval of the agenda,
- 5) Adoption of resolutions on the following business:
 - a) Changes to the composition of the Bank's Supervisory Board,
 - b) Amendment to Resolution No. 39/2009 by the Extraordinary General Meeting of Shareholders on 30 June 2009 on increasing the Bank's share capital; the proposed rights record date is 6 October 2009.
- 6) Report by the Management Board on progress in increasing the Bank's share capital,
- 7) Closure of the meeting.

Justification
**of the draft resolution on the adoption of the agenda for the Extraordinary
General Meeting of Shareholders**

Pursuant to § 8 item 1 of the Regulations of the General Meeting of Shareholders, the Chairman of the General Meeting of Shareholders presents the agenda and moves for its approval by the Meeting.

Therefore, it is essential to place the draft of this resolution before the Extraordinary General Meeting of Shareholders.

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

Resolution No. /2009

**by the Extraordinary General Meeting of Shareholders of
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
on 2009**

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

Pursuant to Article 385 par.1 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders resolves as follows:

§ 1.

The following is dismissed from the Bank's Supervisory Board:

...

§ 2.

The Resolution takes effect as of the date of its adoption.

Justification

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

A motion to convene the Extraordinary General Meeting of Shareholders, with an agenda including the adoption of resolutions on changes to the composition of the Bank's Supervisory Board, has been submitted by the State Treasury – a shareholder of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna - pursuant to Article 400 § 1 of the Commercial Companies Code.

In accordance with the justification presented by the Minister of the State Treasury for the motion to convene the Extraordinary General Meeting of Shareholders of Powszechna Kasa Oszczędności Bank Polski SA with an agenda including the business indicated in the motion, such a Meeting will enable the State Treasury, a shareholder of the Bank, to make changes to the Bank's governing bodies.

Pursuant to Article 385 § 1 of the Commercial Companies Code, members of the Bank's Supervisory Board are dismissed by the General Meeting of Shareholders.

Therefore, it is essential that the draft of this resolution be placed before the Extraordinary General Meeting of Shareholders.

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

Resolution No. /2009

**by the Extraordinary General Meeting of Shareholders of
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
on 2009**

**on an appointment to the Supervisory Board of
Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

Pursuant to Article 385 par.1 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders resolves as follows:

§ 1.

The following is appointed to the Bank's Supervisory Board:

...

§ 2.

The Resolution takes effect as of the date of its adoption.

Justification

**of the draft resolution on an appointment to the
Supervisory Board of
Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

A motion to convene the Extraordinary General Meeting of Shareholders, with an agenda including the adoption of resolutions on changes to the composition of the Bank's Supervisory Board, has been submitted by the State Treasury – a shareholder of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna - pursuant to Article 400 § 1 of the Commercial Companies Code.

In accordance with the explanation presented by the Minister of the State Treasury for the motion to convene the Extraordinary General Meeting of Shareholders of

Powszechna Kasa Oszczędności Bank Polski SA with an agenda including the business indicated in the motion, such a Meeting will enable the State Treasury, a shareholder of the Bank, to make changes to the Bank's governing bodies.

Pursant to Article 385 § 1 of the Commercial Companies Code, members of the Bank's Supervisory Board are appointed and dismissed by the General Meeting of Shareholders.

Therefore, it is essential that the draft of this resolution be placed before the Extraordinary General Meeting of Shareholders.

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

Resolution No. /2009

**by the Extraordinary General Meeting of Shareholders of
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
on 2009**

**on an amendment to Resolution No. 39/2009 by the Ordinary General Meeting
of Shareholders of 30 June 2009 on increasing the Bank's share capital**

The Extraordinary General Meeting of Shareholders resolves as follows:

§ 1.

In § 1 item 6 of Resolution No. 39/2009 by the Ordinary General Meeting of Shareholders of 30 June 2009 on raising the Bank's share capital, the date "29 October 2009" is replaced by the date "6 October 2009".

§ 2.

The Resolution takes effect as of the date of its adoption.

Justification

of the draft resolution on an amendment to Resolution No. 39/2009 by the Ordinary General Meeting of Shareholders of 30 June 2009 on increasing the Bank's share capital

In Resolution No. 39/2009 by the Ordinary General Meeting of Shareholders of 30 June 2009, the Meeting set the rights record date to a new share issue for 29 October 2009.

The change of the rights record date referred to above and it being brought forward to an earlier date will allow for the optimization both of the timetable for, and the costs related to the offering of the newly-issued shares in the process of the share capital increase.

Analyses carried out in this regard and the Bank's assumptions concerning the transaction indicate that 6 October 2009 is the best date for the success of the transaction.

The Bank is convinced that the above change of the rights record date will positively affect the course and success of the issue of series D shares.

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