



Bank Polski

ARTICLES OF ASSOCIATION  
POWSZECHNA KASA OSZCZĘDNOŚCI BANK  
POLSKI  
SPÓŁKA AKCYJNA

*(the text of the Articles of Association including amendments arose from the resolutions:*

- No. 3/2011 of the EGM of PKO Bank Polski SA on 14 April 2011
- No. 26/2011 of the AGM of PKO Bank Polski SA on 30 June 2011
- No. 45/2014 of the AGM of PKO Bank Polski SA on 26 June 2014
- No. 47/2014 of the AGM of PKO Bank Polski SA on 26 June 2014
- No. 48/2014 of the AGM of PKO Bank Polski SA on 26 June 2014
- No. 53/2015 of the AGM of PKO Bank Polski SA on 25 June 2015
- No. 16/2016 of the EGM of PKO Bank Polski SA on 25 February 2016
- No. 26/2016 of the AGM of PKO Bank Polski SA on 30 June 2016
- No. 4/2017 of the EGM of PKO Bank Polski SA on 13 March 2017
- No. 50/2017 of the AGM of PKO Bank Polski on 20 July 2017)

## **I. General provisions**

### **§ 1**

1. Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, further in the Articles of Association referred to as the '**Bank**', is a bank which conducts its activities pursuant to generally applicable laws, best market practice which the Bank chose to follow and these Articles of Association, while preserving 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 office of the Bank is situated in the capital city of Warsaw.
2. The Bank shall operate on 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. Objects of the Bank**

### **§ 4**

1. The objects of the Bank shall include the following banking operations:
  - 1) acceptance of deposits payable on demand or at a specified maturity, and the operation of such deposit accounts,
  - 2) operation of other bank accounts,

- 3) extension of loans,
- 4) extension of cash advances,
- 5) issue and confirmation of bank guarantees, and issue and confirmation of letters of credit,
- 6) performance of bank monetary settlements,
- 7) operations involving cheques and bills of exchange, and operations relating to warrants,
- 8) issue of bank securities,
- 9) provision of the following payment services:
  - a) acceptance of cash payments and making cash withdrawals from payment accounts, and all actions required for operation of accounts,
  - b) execution of payment transactions, including the transfer of funds to the payment account of a user's supplier or another supplier:
    - through provision of direct debit services, including one-off direct debits,
    - with the use of a payment card or a similar payment instrument,
    - through provision of transfer order services, including standing orders,
  - c) execution of the payment transactions specified in letter b) by debiting funds made available to a user under a loan,
  - d) issue of payment instruments,
  - e) enabling execution of payment transactions initiated by a merchant or through its intermediation with the payee's payment instrument, in particular through servicing authorisations, sending to the payment card issuers or payment systems of the payee's or merchant's transfer order, in order to transfer to the merchant the funds due to it,
  - f) provision of money transfer services,
- 10) executing financial forward transactions,
- 11) purchase and disposal of monetary claims,
- 12) issue of electronic money;

- 13) execution of commissioned activities related to the issue of securities,
  - 14) safekeeping of valuables and securities, and provision of safe deposit facilities,
  - 15) performance of banking operations on request of other banks,
  - 16) operation of a housing fund,
  - 17) purchase and sale of foreign exchange,
  - 18) acting as an intermediary in the performance of money transfers and foreign exchange settlements,
  - 19) extension and confirmation of sureties.
2. In addition to the activities referred to in section 1 above, the objects of the Bank include:
- 1) servicing treasury loans and bonds,
  - 2) taking out loans and cash advances,
  - 3) acceptance of guarantees and sureties,
  - 4) carrying out brokerage operations in accordance with the principles set out in the generally applicable laws,
  - 5) *(deleted)*
  - 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 the principles set out in the generally applicable laws and maintaining a depository for such securities,
  - 8) operation of school saving associations,
  - 9) provision of trustee services,
  - 10) provision of insurance intermediation services,
  - 11) provision of consulting services in financial matters,
  - 12) provision of services in respect of transportation of valuables,

- 13) arranging and servicing financial leasing transactions as well as acting as an intermediary in this respect,
  - 14) purchase and sale of shares and claims on its own account and provision of factoring services.
  - 15) performance by the Bank of the following activities that are not brokerage activities:
    - a) acceptance and transfer of purchase and sale orders for financial instruments,
    - b) purchase or sale of financial instruments on its own account,
    - c) investment advice,
  - 16) provision of trust services and issuing electronic identification means within the meaning of the laws on trust services,
  - 17) provision of agency services to an investment company and performance of commissioned activities related to the investment company's business, including brokerage activity carried out by the investment company.
3. In addition, the Bank may:
- 1) take up or acquire shares and rights on such shares, shares in other legal persons and units in investment funds,
  - 2) invest funds 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 with respect to financial market instruments,
  - 5) trade in securities,
  - 6) incur liabilities relating to the issue of securities,
  - 7) exchange claims for assets belonging to the debtor, on terms agreed with such a debtor.

## § 5

The Bank may commission banks or other entities to perform activities falling within its objects and may provide financial services in favour of other entities.

## §5a

The Bank may perform the activities envisaged for domestic banks, stipulated in the Act of 11 February 2016 on State Aid in the Upbringing of Children.

### III. Share capital

## § 6

1. The Bank's share capital amounts to PLN 1,250,000,000 (one billion two hundred and fifty million) and is divided into 1,250,000,000 (one billion two hundred and fifty million) shares with a nominal value of PLN 1 (one) each, including:

- 1) 510,000,000 (five hundred and ten million) series A shares numbered from A 000000001 to A 510000000, including 312,500,000 (three hundred and twelve million five hundred thousand) registered series A shares numbered from A 000000001 to A 312500000 and 197,500,000 (one hundred and ninety-seven million five hundred thousand) series A bearer shares numbered from A 312500001 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 and eighty-five million) series C bearer shares numbered from C 000000001 to C 385000000,
- 4) 250,000,000 (two hundred and fifty million) series D bearer shares numbered from D 000000001 to D 250000000.

Subject to Article 28(1) of the Banking Law, shares of the Bank can be registered shares or bearer shares.

2. Exchange of series A registered shares into bearer shares and the transfer of these shares can only be made with permission expressed in a resolution of the Council of

Ministers. The exchange for bearer shares or transfer of series A registered shares upon obtaining such permission will result in expiration of the restrictions provided for in the preceding sentence with respect to the shares that are subject to such exchange for bearer shares or transfer, to the extent of the granted permission.

3. Subject to Art. 28(2) of the Banking Law, exchange of bearer shares for registered shares is not allowed.

## **§ 7**

1. The Bank's shares may be redeemed only with the shareholder's consent.
2. Redemption of shares shall require a decrease in the share capital and may only be financed from net profit. 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 are:

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

## General Meeting

### § 9

1. The competences of the General Meeting, apart from other matters stipulated in the separate provisions of these Articles of Association, cover adopting resolutions in the matters of:
  - 1) appointing and recalling the members of the Supervisory Board in accordance with § 11,
  - 2) approving the Regulations of the Supervisory Board,
  - 3) acquiring the shares of the Bank in order to redeem them and determining the amount of payment for the redeemed shares,
  - 4) creating and liquidating special funds created of the net profit,
  - 5) selling by the Bank of the real property, an interest in real property or perpetual usufruct, if the value of the real property or the right being the object of such action exceeds 25% of the share capital; such consent shall not be required, if the purchase of the real property sold in this way, interest in real property or perpetual usufruct was made as part of the execution, bankruptcy, restructuring proceedings or another agreement with the Bank's debtor,
  - 6) issuing bonds convertible to shares, bonds with pre-emptive rights or subscription warrants,
  - 7) determining the wage-setting policy for the members of the Management Board,
  - 8) determining the wage-setting policy for the members of the Supervisory Board,
  - 9) approving the reports of the Management Board of the Bank's operations containing also information on representation expenses, legal fees, costs of marketing services, public relations and social communication services and advisory services relating to the management, as well as the report of the Management Board of the operations of the Bank's capital group,
  - 10) approving the report of the Supervisory Board's operations,
  - 11) approving financial statements of the Bank and the consolidated financial statements of the capital group of the Bank,



- 12)granting a vote of acceptance to the performance by the members of the Management Board and the Supervisory Board,
  - 13)distribution of profits or covering loss,
  - 14)specifying the dividend date and the date of dividend pay-out,
  - 15)disposing or leasing a part of business or its organised part and establishing a limited property right thereon,
  - 16)amendments to the Articles of Association of the Bank,
  - 17)increasing or decreasing the share capital of the Bank,
  - 18)other than indicated above, and resulting from the generally applicable legal provisions.
2. The matters to be addressed at the General Meeting should be, in accordance with the Regulations of the Supervisory Board, subject to the opinion of the Supervisory Board in the time enabling the shareholders to become aware of the opinion of the Supervisory Board.

## **§ 10**

1. The General Meeting shall be held at the registered office of the Bank or in another location on the territory of Poland as indicated in the notice 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 or the Articles of Association provide otherwise.
4. Removal from the agenda or non-consideration of an agenda item on request of shareholders shall require a resolution of the General Meeting adopted by the  $\frac{3}{4}$  majority vote, after prior consent of all those shareholders present at the General Meeting who motioned to include the item on the agenda.
5. The shareholders' voting right shall be limited in the way that no shareholder can exercise at a General Meeting more than 10% of the total number of votes of the

Company existing on the date of the General Meeting, save that for the purposes of defining obligations for buyers of substantial blocks of shares, as provided for in the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, such a limitation of voting rights will not apply.

6. The limitation of voting rights referred to in section 5 shall not apply to:
  - 1) shareholders who on the day of adopting a resolution of the General Meeting introducing the limitation referred to in section 5 hold voting rights attached to shares representing more than 10% of the total number of votes at the Bank,
  - 2) shareholders who hold voting rights attached to series A registered shares,
  - 3) shareholders who cooperate with the shareholder defined in point 2 on the basis of agreements on joint exercise of voting rights attached to shares.
7. For the purposes of limiting voting rights under section 5, votes of shareholders who are in a relation of dominance or dependence shall be aggregated according the rules described below.
8. For the purposes of section 5, a shareholder shall mean any person, including its dominant entity and subsidiary, who is, directly or indirectly, entitled to vote at a General Meeting on the basis of any legal entitlement. This shall also apply to a person who does not hold any shares of the Company, in particular a usufructuary or a pledge, a person entitled under a depositary receipt as defined the Act of 29 July 2005 on Trading in Financial Instruments, as well as a person entitled to participate in a General Meeting despite the fact that they sold their shares after the date of establishing the right to participate in the General Meeting.
9. A dominant entity and subsidiary shall mean a person, respectively:
  - 1) that fulfils the criteria set in Article 4(1)(4) of the Commercial Companies Code, or
  - 2) that has the status of a dominant entity, a subsidiary or simultaneously a dominant entity and a subsidiary, as defined in the Act of 16 February 2007 on Competition and Consumer Protection, or

- 3) that has the status of a dominant entity, higher-level dominant entity, subsidiary, lower-level subsidiary or having status of a dominant entity (including a higher-level dominant entity) and a subsidiary (including a lower-level subsidiary and co-subsidiary) at the same time, as defined in the Act of 29 September 1994 on Accounting, or
  - 4) that exerts a decisive influence (a dominant entity) or on whom a decisive influence is exerted (a subsidiary), as defined in the Act of 22 September 2006 on Transparency of Financial Relations between the State and Public Undertakings as well as on Financial Transparency within Certain Undertakings, or
  - 5) whose voting rights resulting from directly or indirectly held shares of the Company are aggregated with voting rights of another person(s) according to the rules set forth in the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, in connection with holding, selling or acquiring substantial blocks of the Bank's shares, or
  - 6) that is referred to in Article 4(1)(8) and (9) of the Banking Law of 29 August 1997.
10. Shareholders whose votes are aggregated and reduced pursuant to sections 7-11, are jointly called a "Grouping". Aggregation of votes consists in adding up votes held by different shareholders participating in the Grouping. Reduction of votes consists in decreasing the total number of votes in the Company that shareholders participating in a Grouping are entitled to at the General Meeting. Votes are reduced according to the following rules:
- 1) the number of votes of a shareholder who holds the highest number of votes in the Company of all the shareholders participating in a Grouping is reduced by the number of votes equal to the surplus over 10% of the total number of votes in the Company, held by all the shareholders participating in the Grouping,
  - 2) if, despite the reduction mentioned in point 1) above, the total number of votes at the General Meeting held by the shareholders participating in a Grouping exceeds the limit mentioned in section 5, a further reduction of votes that are

held by the other shareholders participating in the Grouping shall be made. Further reduction of votes of the other shareholders is made in the order based on the number of votes held by particular shareholders participating in the Grouping (from the highest number to the lowest number). Further reduction of votes is made until the total number of votes held by the shareholders participating in the Grouping does not exceed 10% of the total number of votes in the Company,

- 3) if, for the purposes of the reduction referred to in points 1) or 2), it is not possible to set the order of the reduction of votes because two or more shareholders hold the same number of votes, the votes of shareholders holding the same number of votes shall be reduced proportionally, while fractions shall be rounded down to a full number of shares. For the rest, the rules specified in points 1) or 2) shall apply accordingly,
- 4) in any case, a shareholder, whose voting rights are limited, shall retain the right to exercise at least one vote,
- 5) limitation of exercising voting rights shall also apply to a shareholder who is not present at a General Meeting.

11. In order to establish the basis for aggregation and reduction of votes, each shareholder of the Company, the Bank's Management Board, the Bank's Supervisory Board and particular members of these bodies, as well as the Chairman of the General Meeting, can demand that the Company's shareholder who is subject to limitation of voting rights should provide them with information on whether it is a dominant entity or a subsidiary for any other shareholder of the Company, as defined in section 9. The right specified in the previous sentence includes also the right to demand disclosure of the number of votes held by a shareholder of the Company individually or jointly with other Company's shareholders, for whom it is a dominant entity or a subsidiary, as defined in section 9. A person who fails to fulfil the information requirement referred to in the first sentence, or has fulfilled it inappropriately, can – until the information requirement is fulfilled – exercise voting right attached to one share only and the exercise by such a person of voting rights attached to other shares shall be ineffective.

12. In case of doubts, the provisions concerning limiting the voting rights shall be interpreted according to Article 65(2) of the Civil Code.
13. From the moment when the share of the State Treasury in the share capital of the Bank falls below 5%, the limitations of shareholders' voting rights specified in section 5 shall expire.
14. Resolutions of the General Meeting concerning preference for shares or merger of the Company through the transfer of all assets to another company, its liquidation, decrease in share capital by redeeming of part of the shares without its simultaneous increase or a change in the objects of the Company's resulting in discontinuation of the banking activities by the Company, shall require a majority of 90% of the votes cast.

## **Supervisory Board**

### **§ 11**

1. The Supervisory Board shall be composed of 5 (five) to 13 (thirteen) members appointed for the joint three-year term. The number of the members of the Supervisory Board shall be established by the Authorised Shareholder (in accordance with the definition below), including in the case of submission of the application for the election of the Supervisory Board by voting in separate group.
2. The members of the Supervisory Board shall be appointed and recalled by the General Meeting, taking into account the assessment of fulfilment by the candidates of the requirements resulting from Art. 22aa of the Banking Law of 29 August 1997. Candidates for Supervisory Board members, in a number determined in accordance with the formula referred to in section 3, may only be recommended by a shareholder who, individually and on its own behalf, is authorised to exercise, at the General Meeting that elects Supervisory Board members, voting rights attached to the largest number of shares in the share capital of the Bank, hereinafter referred to as the **"Eligible Shareholder."** Candidates for the remaining members of the Supervisory Board may be recommended by all shareholders, including the Eligible Shareholder.

3. The number of Supervisory Board members, whose candidatures can be recommended by the Eligible Shareholder, shall be calculated in accordance with the following formula:

$L = 13 * U$  where:

L – means the number of Supervisory Board members for whom the Eligible Shareholder may recommend candidates, save that 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 candidatures may be recommended by the Entitled 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 the number of shares under which the Eligible Shareholder may exercise the voting rights at the General Meeting that elects Supervisory Board members and the total number of shares in the share capital of the Bank existing on the date of the 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 section 3 above, the Eligible Shareholder shall have the right to put forward candidates and demand that they be put subsequently to vote at the same General Meeting, provided that the number of such candidates cannot be larger than double the difference between the number of Supervisory Board members calculated in accordance with the formula set out in section 3 above and the number of Supervisory Board members appointed from among the candidates previously recommended by the Eligible Shareholder.
5. Recommended candidates for Supervisory Board members 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 must be submitted to the Chairman of the General Meeting immediately after his or her election to be valid, but no later than prior to the beginning of voting on election of Supervisory Board members. Each candidate shall be voted on individually. The Supervisory Board shall consist of the individuals who received the largest number of votes consecutively, provided, however, that they achieve at least the ordinary majority of the votes cast.

6. As long as the Supervisory Board is composed of at least 5 (five) members, the Supervisory Board is capable of taking any actions stipulated by law and the Articles of Associations. In the event that the number of the members of the Supervisory Board decreases below 5 (five) members of the Supervisory Board, the Management Board shall convene the General Meeting in order to complete 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 when the Supervisory Board is elected by voting in 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 the performed actions.

## § 14

1. Supervisory Board shall act on the basis of the Rules and Regulations adopted by the Supervisory Board and approved by the General Meeting.
2. The subject of the first meeting of the Supervisory Board after electing the Supervisory Board for a new term shall be formation of the Supervisory Board, including in particular election of the Secretary of the Supervisory Board. The subject of the first meeting of the Supervisory Board may not be adoption of resolutions concerning appointing and dismissing the President of the Management Board, members of the Management Board or the Management Board as a whole, except for the resolutions on appointing a member or members of the Management Board

when the Company's Management Board has less members than required by the provisions of the Articles of Association. The next meeting of the Supervisory Board may be held seven days after the date of the first Supervisory Board meeting at the earliest. Until then, the Supervisory Board may adopt resolutions using the means of direct remote communication in accordance with § 17 section 4.

## § 15

1. The Supervisory Board shall exercise constant supervision over the Bank's operations in all areas of its business. The competences of the Supervisory Board, apart from the rights and obligations provided for in other provisions of these Articles of Association, include:
  - 1) approval of the annual financial plan adopted by the Management Board,
  - 2) selection of the audit firm to audit and review financial statements of the Bank and the consolidated financial statements of the capital group of the Bank,
  - 3) adopting the Regulations of the Supervisory Board,
  - 4) adopting the rules of granting loans, cash loans, bank guarantees or sureties to the members of the Management Board, the Supervisory Board, persons holding managerial positions at the Bank and entities linked with it by capital or organisationally, referred to in Art. 79a of the Banking Law of 29 August 1997,
  - 5) appointing and recalling, in a secret ballot, the President of the Management Board, Vice-presidents and members of the Management Board,
  - 6) suspending in duties, due to important reasons, individual or all members of the Management Board and delegating the members the Supervisory Board, for the period no longer than three months, for the temporary performance of duties of the members of the Management Board who have been recalled, resigned or cannot perform their duties for other reasons,
  - 7) conducting qualification procedure for the member of the Management Board and specifying detailed rules and manner of its conducting,



- 8) setting the remuneration and terms of employment of the members of the Management Board on the basis of wage-setting policy for the members of the Management Board, referred to in § 9 section 1 item 7,
- 9) granting consent for opening or closing the branch abroad,
- 10) approving the following strategies, policies and regulations adopted by the Management Board:
  - a) Bank's Strategy,
  - b) Risk management strategy,
  - c) Bank management strategy,
  - d) Dividend policy,
  - e) Remuneration policy,
  - f) Policy on estimating internal capital and capital management and reviewing strategies and procedures of estimating internal capital and capital management,
  - g) Compliance policy of the Bank,
  - h) Rules of managing special funds created of the net profit,
  - i) Organisational Regulations of the Bank,
  - j) Regulations of the Management Board,
- 11) granting prior consent to:
  - a) purchase and disposal of non-current assets of the value exceeding 10% of own funds of the Bank, excluding real property, an interest in real property or perpetual usufruct,
  - b) excluding the actions, referred to in § 9 section 1 item 5, purchase and sale by the Bank of the real property, an interest in real property or perpetual usufruct or encumbering them with a limited property right or making available to third party, if the value of the real property or the right being the object of such action exceeds 2% of the share capital of the Bank; such consent shall not be required, if the purchase of the real property, an

interest in real property or perpetual usufruct is made as part of the execution, bankruptcy, restructuring proceedings or another agreement with the Bank's debtor, as well as in the case of legal actions relating to the real property or rights acquired by the Bank in the above way; in such cases the Management Board is obliged to only inform the Supervisory Board of the actions made,

- c) establishment of a company, taking up or purchase of shares, convertible bonds or other instruments vesting rights to take up or purchase shares, if the Bank's financial exposure resulting from such act exceeds 10% of its shareholders' equity,
- d) concluding by the Bank of the significant agreement with the shareholder holding at least 5% of the total number of votes at the Bank or with a related entity, typical transactions and transactions concluded at arm's length as part of the Bank's operations shall not be subject to the above obligation, if they are concluded with the entities forming part of the Bank's capital group,
- e) concluding by the Bank of the agreement for legal services, marketing services, public relations and social communication services as well as advisory relating to the management services, if the value of the remuneration provided for in total for the rendered services exceeds PLN net 500 000 per annum,
- f) amendment to the concluded by the Bank agreement for legal services, marketing services, public relations and social communication services as well as advisory relating to the management services increasing the remuneration above the amount, referred to in letter e),
- g) concluding by the Bank of the agreement for legal services, marketing services, public relations and social communication services as well as advisory relating to the management services, in which the maximum amount of remuneration is not provided for,

- h) concluding by the Bank of the donation agreement or another agreement with similar effect of the value exceeding PLN 20 000 or 0.1% of total assets,
  - i) concluding by the Bank of the release of debt agreement or another agreement with similar effect of the value exceeding PLN 50 000 or 0.1% of total assets,
- 12) filing an application to the Polish Financial Supervision Authority for granting consent to appoint the President of the Management Board and the member of the Management Board supervising management of significant risk in the Bank's operations, as well as entrusting the function of the member of the Management Board supervising management of significant risk in the Bank's operations to the current member of the Management Board who has not supervised the management of this risk,;
  - 13) assessing the functioning of the remuneration policy at the Bank and presenting report in this regard to the General Meeting,
  - 14) issuing opinions on application by the Bank of the "Principles of corporate governance for supervised institutions",
  - 15) presenting to the General Meeting an annual report of the Supervisory Board's operations, including also the assessment of the Management Board's report of the Bank's operations and financial statements of the Bank for the last financial year in terms of their compliance with the books and documents, as well as with the actual state and requests of the Management Board regarding the distribution of profit or covering loss,
  - 16) approving of the acceptable general risk level specified by the Management Board,
  - 17) determining the rules of reporting to the Supervisory Board about the types and size of risk in operations, after prior presenting proposals by the Management Board, in the manner enabling supervising the risk management system at the Bank,

- 18) analysing reports provided to the Supervisory Board regarding risk management, estimating internal capital and capital management and internal control system,
  - 19) making an annual assessment of the adequacy and effectiveness of the risk management system,
  - 20) making an annual assessment of the adequacy and effectiveness of the internal control system, including the adequacy and effectiveness of the control function, compliance unit and internal audit unit,
  - 21) making an annual assessment of the level of effectiveness of the non-compliance risk management by the Bank,
  - 22) approving of, previously accepted by the Bank, rules of functioning of the compliance unit and internal audit unit,
  - 23) making an annual assessment of the adequacy and effectiveness of the anonymous reporting procedure of breaches by the Bank's employees,
  - 24) taking decisions in other matters subject to the competences of the Supervisory Board on the basis of the generally applicable legal provisions and recommendations issued by the Polish Financial Supervision Authority.
2. The Supervisory Board shall notify the Polish Financial Supervision Authority of the composition of the Management Board and each change therein immediately after the appointment of or making a change in the composition of the Management Board. The Supervisory Board shall also, following a prior review performed by the Supervisory Board, report to the Polish Financial Supervision Authority on the satisfaction by the members of the Management Board of the requirements for the members of the management board of a major bank stipulated in the Act of 29 August 1997 "Banking Law". The Supervisory Board shall also advise the Polish Financial Supervision Authority of the approval of or any alterations in the internal division of responsibilities in the Management Board.
  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 Chairperson or Vice-chairperson of the Supervisory Board, except for the resolutions

on the matters, referred to in section 1 items 1-2, 4-6, 10 letters a-b, 11 letters a-d and 16, for adopting of which apart from the indicated quorum, the qualified majority of two thirds of votes is required.

4. The members of the Supervisory Board who are concerned by the issue to be voted on shall not participate in voting.

## **§ 16**

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

## **§ 17**

1. The Supervisory Board shall adopt resolutions by open vote. Secret vote shall be ordered in personnel matters and on request of at least one member of the Supervisory Board. When secret vote is ordered, the provisions of section 3 shall not apply.
2. Members of the Supervisory Board shall be entitled to remuneration.
3. A member of the Supervisory Board may vote in writing by means of another member of the Supervisory Board. A vote cast in this manner must not concern any issues placed on the agenda during the meeting of the Supervisory Board.
4. The Supervisory Board may adopt resolutions in writing (by circulation) or using means of direct remote communication, except for resolutions on the matters referred to in § 15 section 1 items 1-2, 4-6, 10 letters a-b and 16 and resolutions adopted by secret ballot. A resolution shall be valid when all members of the Supervisory Board have been informed in advance about the content of the draft resolution and 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 in accordance with the procedure set out in section 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 shall appoint its members to the committees, an obligation of appointment of which results from the applicable provisions. The Supervisory Board may also appoint other committees from among its members.
2. The committees of the Supervisory Board shall act on the basis of Rules adopted 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 shall be appointed by the Supervisory Board for a joint three-year term.
2. The members of the Management Board shall be appointed by the Supervisory Board after conducting a qualification procedure which aim is to check and assess the qualifications of candidates and selecting the best candidate for the member of the Management Board.
3. The person who meets jointly the following conditions can be the member of the Management Board:
  - 1) s/he meets the requirements provided for in Art. 22aa of the Banking Law of 29 August 1997,

- 2) has a higher education or higher education obtained abroad recognised in the Republic of Poland, on the basis of separate provisions,
  - 3) has at least 5-year period of employment under an employment contract, appointment, election, nomination, cooperative employment contract or of providing services under other agreement or conducting business on their own account,
  - 4) has at least 3-year experience on managerial or independent positions or resulting from conducting business on their own account,
  - 5) meets the requirements other than specified in items 1-4 defined in other separate provisions, and in particular does not infringe restrictions or prohibitions of holding a position of the member of governing bodies at commercial companies.
4. The person who meets at least one of the following conditions cannot be a member of the Management Board:
- 1) a person who works as a social collaborator or is employed in a parliamentary, senatorial, parliamentary and senatorial office or office of a Member of the European Parliament under an employment contract or performs work under a mandate contract or other similar contract,
  - 2) is a member of a political party body representing a political party outside and entitled to incur liabilities,
  - 3) is employed by a political party under an employment contract or performs work under a mandate contract or other similar contract,
  - 4) performs a function by choice at the company's trade union organisation or trade union organisation of the company of the capital group,
  - 5) their social or profit-earning activity creates a conflict of interests towards the activities of the company.

## § 20

1. Any matters related to the transacting of the Bank's business not specifically reserved under the general laws or these Articles of Association for the discretion of the Annual General Meeting or the Supervisory Board shall fall within the powers of the Management Board, including the purchase and sale of real property, an interest in real property or perpetual usufruct, which do not require approval of the General Meeting as per § 9 or the approval of the Supervisory Board as per § 15.
2. Making decisions on undertaking of commitments or disposal of assets whose total value with regard to a single entity exceeds 5% of the Bank's own funds shall fall within the competences of the Management Board, subject to the competences of the General Meeting set out in § 9 or of the Supervisory Board set out in § 15.

## § 21

1. The following persons shall be authorised to submit declarations of intent on behalf of the Bank:
  - 1) President of the Management Board independently,
  - 2) two Management Board members jointly or one Management Board member together with a proxy,
  - 3) two proxies acting jointly,
  - 4) attorneys acting independently or jointly within the limits of the powers of attorney granted to them.



2. The Bank shall grant joint proxy which will authorise acting jointly with another proxy or Management Board member.

## § 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 means of direct remote communication.
2. The Management Board shall make decisions in the form of resolution.
3. Resolutions of the Management Board shall be required for all matters beyond the scope of ordinary business of the Bank. Resolutions of the Management Board shall be adopted by an absolute majority of votes. In the event of a tie, the President of the Management Board shall have the casting vote.
4. The operating procedure of the Management Board and matters requiring a resolution to be adopted by the Management Board shall be defined in the Rules and Regulations of the Management Board.

## **IVa. Rules of Disposal of the Bank's Non-Current Assets**

### **§ 23b**

1. Non-current assets with a value exceeding 0.1% of total assets shall be disposed of in a tender procedure, with the reservation of sections 5 and 6.
2. The tender shall be conducted by the Bank or another entity commissioned by the Bank to conduct the tender.
3. Intending to dispose of non-current assets as mentioned in section 1, the Management Board shall set the tender method and procedure, including in particular:
  - 1) how information about the tender is to be made available,
  - 2) how the asking price of the non-current assets to be disposed is to be determined if the tender formula assumes that the Bank should set an asking price,
  - 3) the minimum requirements to be satisfied by a bidder and by a bid,
  - 4) the final date for tendering bids and the end date of the tender,
  - 5) the conditions under which the price may be reduced below the asking price or the conditions of the tender might be changed or the tender might be terminated without selecting a bid,

- taking into account the need to safeguard the interest of the Bank.
4. Where the disposal of non-current assets requires approval of the General Meeting, the Bank may only perform the act in law leading to the disposal of such non-current assets subject to prior approval expressed by the General Meeting.
5. Where non-current assets are to be disposed of by approval of the General Meeting, the obligation to follow the tender procedure shall not apply.
6. Where the disposal of non-current assets does not require approval of the General Meeting, the Management Board may choose not to follow the tender procedure, subject to prior notification to the Supervisory Board of its intention not to follow the tender procedure, if:

- 1) the non-current assets to be sold were previously purchased by the Bank in execution, bankruptcy or restructuring proceedings or a part of another arrangement with a Bank's debtor, or
- 2) the necessity to follow the tender procedure might expose the Bank to a loss (in particular by adversely affecting the conditions of the disposal of the non-current assets) or if it might cause the Bank to breach the requirements of the law or regulatory enactments.

## § 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) *(deleted)*;
  - 5) ensure implementation of the resolutions of the Management Board;
  - 6) issue regulations;
  - 7) *(deleted)*;
  - 8) make decisions concerning staffing of the positions reserved for his or her competence.
2. The President of the Management Board shall be accountable for, without limitation, matters related to supervision over the maintenance of functioning of Bank authorities and matters related to supervision over the maintenance of functioning of Bank standing committees, as well as related to internal audit, security, communication and promotion, strategy and human resources management.
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 with responsibility for the risk area. In the event of the absence of the President of the Management Board and the member of the Management Board with responsibility for the risk area, the duties of

the President of the Management Board shall be fulfilled by a member of the Management Board appointed by the President of the Management Board. In the absence of such appointment, the duties of the President of the Management Board shall be fulfilled by the member of the Management Board who is first in alphabetical order by surname.

4. The Member of the Management Board in charge of the management of material risk in the operations of the Bank shall be appointed by permission of the Polish Financial Supervision Authority. The member of the Management Board referred to in the preceding sentence may not be put in charge of the area of Bank's operations generating the risk he/she is in charge of overseeing.
5. The Management Board members shall participate in the management of the operations of the Bank in accordance with the Rules and Regulations of the Management Board and the Organizational Regulations of the Bank.
6. Management Board members shall supervise the areas of the Bank's operations assigned to them and shall make decisions on everyday 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 shall be accomplished by the Bank's organisational entities and organizational units of the Head Office, representative offices and other organisational units.
2. The organisation of the Bank shall be defined in the Organisational Rules adopted by the Management Board and approved by the Supervisory Board.

### **§24a**

The Bank may cooperate, within the capital group, with other financial institutions, as defined in the Commercial Companies Code or the Act of 29 August 1997 the Banking Law, in particular, by utilising the Bank's free technical, organisational and human

resources or IT systems in ways that are consistent with their economic purpose and with particular regard for the operational security of the Bank and of those institutions.

## § 25

1. Decisions and internal regulations of the Bank on issues:

- 1) falling within the competences of the General Meeting – shall be issued in the form of resolutions of the General Meeting adopted in accordance with the relevant legal regulations, the Articles of Association and the Rules and Regulations of the General Meeting,
- 2) falling within the competences of the Supervisory Board – shall be issued in the form of resolutions the Supervisory Board adopted in accordance with the relevant legal regulations, the Articles of Association and the Rules and Regulations of the Supervisory Board,
- 3) falling within the competences of the Management Board:
  - a) requiring, in accordance with the law, the Articles of Association and the Rules and Regulations of the Management Board, joint action of the Management Board – shall be issued in the form of resolutions of the Management Board adopted in accordance with the relevant provisions of law, the Articles of Association and the Rules and Regulations of the Management Board,
  - b) not requiring a resolution of the Management Board and which, in accordance with the Articles of Association and the Rules and Regulations of the Management Board, fall within the competence of the President of the Management Board – shall be issued in the form of an order,
  - c) not requiring a resolution of the Management Board and which, in accordance with the Articles of Association and the Rules and Regulations of the Management Board, have been delegated to the competence of individual members of the Management Board – shall be issued in the form of a decision of the relevant member of the Management Board,

- d) in issues other those provided for under letters a)-c) above – shall be issued by persons or competent bodies, in accordance with the relevant resolutions of the Management Board.
2. The detailed procedure for issuing of the Bank's internal regulations concerning the issues referred to in section 1 point 3 shall be determined in a resolution of the Management Board and separate internal regulations issued on its basis.

## **VI. Rules of Operation of the Governance System**

### **§ 26**

1. The Bank shall have a governance system.
2. The governance system shall be comprised of a set of rules and mechanisms related to the decision-making processes occurring in the Bank and the evaluation of the Bank's operations.
3. The governance system of the Bank shall comprise in particular:
  - 1) a risk management system,
  - 2) an internal control framework.
4. The Management Board shall design, implement and ensure the operation of the governance system. The Supervisory Board shall oversee the implementation of the governance system and evaluate its adequacy and effectiveness.
5. The rules of operation of the governance system, including the risk management system and the internal control framework, shall be specified in the internal regulations of the Bank.

### **§ 27**

1. The aim of the internal control framework is to ensure:
  - 1) efficiency and effectiveness of the Bank's operations,
  - 2) reliability of financial reporting,
  - 3) observance of the rules of risk management in the Bank,

- 4) compliance of the Bank's operation with the laws, internal policies and market standards.
2. Within the internal control framework, the Bank shall have a separate:
  - 1) control function responsible for the observance of controls regarding in particular risk management in the Bank, which shall comprise positions, groups of staff or organizational units responsible for the performance of duties assigned to the function;
  - 2) compliance function responsible for identifying, evaluating, controlling and monitoring the risk of the Bank's activities failing to comply with the laws, internal regulations and market standards and for reporting in this regard;
  - 3) internal audit function responsible for independent and objective auditing and evaluation of the adequacy and effectiveness of the risk management system and the internal control framework except for the internal audit function.
3. An internal audit unit and a compliance unit shall be independent. The internal audit unit shall report directly to the President of the Management Board.
4. The appointment and dismissal of the head of the internal audit function and of the compliance function shall require prior approval of the Supervisory Board.

### **§ 27a**

1. The duties of the risk management system shall include the identification, measurement, evaluation, control, monitoring of and reporting on the risks inherent in the operations of the Bank so as to ensure the correct functioning of the process of setting and accomplishing specific targets in the Bank's operations.
2. Within the risk management system, the Bank shall:
  - 1) follow formalised rules for determining the size of the risk taken and the risk management rules;
  - 2) follow formalised procedures for identifying, measuring and evaluating, controlling, monitoring of and reporting on the risks inherent in the Bank's operations, also taking into account the anticipated level or risk in the future;
  - 3) implement formal risk mitigating limits and the rules of procedure in the event of overrun of such limits;

- 4) operate the implemented management information system allowing one to monitor the level of risk;
- 5) have an organizational structure appropriate for the size and profile of the risk the bank is exposed to.

## **VII. Funds of the Bank**

### **§ 28**

1. The Bank's own funds shall be the sum of Tier 1 capital and Tier 2 capital.
2. The Bank's own funds shall be created in accordance with the rules set out in the applicable laws.

### **§ 29**

1. The capital surplus of the Bank shall be created from annual appropriation of net earnings to absorb potential balance-sheet losses which may arise from the Bank's activity. The capital surplus may also be allocated for other purposes, including in particular for an increase of the share capital.
2. The amount of the capital surplus 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 issue costs.
3. Decisions concerning the appropriation of the capital surplus shall be made by the General Meeting. However, a part of the capital surplus equal to a third of the share capital may only be allocated to the coverage of balance sheet loss, if any.



### **§ 30**

1. The Bank's reserve capital shall be created independently of the capital surplus from annual appropriation of net earnings in an amount specified in a resolution of the General Meeting.
2. The reserve capital shall serve exclusively to absorb potential balance-sheet losses. Decisions concerning utilisation of the reserve capital shall be made by the General Meeting.

### **§ 31**

1. The general risk fund shall be created from annual appropriation of net earnings in an amount specified in a resolution of the General Meeting.
2. The general risk fund shall cover unidentified risks arising from banking activity.

### **§ 31a**

1. Special funds may be established by allocations from the after-tax profit, on the basis of resolutions of the General Meeting.
2. When establishing a special fund, the General Meeting shall define its purpose.

## **VIII. Financial management of the Bank**

### **§ 32**

1. Financial management of the Bank shall be based on annual financial plans to be approved by the Supervisory Board. The 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) capital surplus;
- 2) reserve capital;
- 3) the general risk fund for unidentified risks arising from banking activity;
- 4) dividend;
- 5) special funds;
- 6) other purposes;

shall be made by the General Meeting with determination of the amounts of appropriations for specific purposes.

### § 34a

The Management Board shall be authorised to make an advance payment against 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 an advance payment shall require approval of the Supervisory Board and arrangements with the Polish Financial Supervision Authority. The advance payment against dividend may only amount to half of the Bank's profit made by the end of the previous financial year, as reported in the financial statement examined by a certified auditor, less unabsorbed losses and own shares.

## **IX. Entering into the rights of the Eligible Shareholder**

### **§ 35**

1. The rights vested in the Eligible Shareholder pursuant to these Articles of Association shall be held by the entity that has acquired them until another shareholder enters into its rights in accordance with provisions of section 2. Acquisition by another 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 otherwise than in accordance with section 2, shall not result in termination of the rights acquired by that Eligible Shareholder.
2. Entering into the rights of the Eligible Shareholder may only take place when a shareholder, who individually has acquired (acting on its own behalf and on its own account) and registered at a General Meeting shares that account for at least 75% (seventy five percent) of the total number of shares in the Bank's share capital, of which all shares in the number that exceed 10% (ten percent) of the total number of shares in the Bank's share capital have been acquired by such a shareholder:
  - 1) through a tender offer to acquire all shares of the Bank announced in accordance with the regulations governing trade in financial instruments, from the shareholders that a) are not subsidiaries, dominant entities or controlled entities with respect to that shareholder, b) are not related to such shareholder in the manner described in the regulations governing trade in financial instruments, c) do not act under any other arrangement with that shareholder aiming to circumvent the restrictions provided for in this section 1; or
  - 2) on the primary market (as defined in the regulations governing trade in financial instruments),

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

## **X. Definitions**

### **§ 36**

Each reference in the Articles of Association to:

- 1) “**non-current assets**” – they shall be understood as the Bank’s assets which are non-current assets in the sense of the Act of 29 September 1994 on Accounting,;
- 2) “**affiliated entity**” – it shall be understood as an affiliate in the sense of the Act of 29 September 1994 on Accounting,
- 3) “**dominant entity**” and “**subsidiary**” - it shall be understood as the entity defined in § 10 section 9,
- 4) “**related party**” - it shall be understood as a related party in the sense of the law on trading in financial instruments,
- 5) “**total assets**” - it shall be understood as total assets in the sense of the Act of 29 September 1994 on Accounting, determined on the basis of the most recent approved financial statements of the Bank.