

**RESOLUTION No. /2019
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 6 May 2019**

on the election of the Chairman of the Annual General Meeting

Pursuant to Article 409 § 1 of the Commercial Companies Code the Annual General Meeting elects as its Chairman

**Rationale
to draft resolution on the election of the Chairman of the Annual General Meeting**

Pursuant to Article 409 § 1 of the Commercial Companies Code, the chairman shall be elected from among those entitled to participate in the general meeting. Pursuant to § 6 item 2 of the PKO Bank Polski S.A. General Meeting's Rules and Regulations, the person opening the General Meeting conducts the election of the Chairman of the General Meeting in a secret ballot, ensures the correct conduct of voting, and announces the result.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 6 May 2019**

on approving the financial statements of PKO Bank Polski S.A. for the year ended 31 December 2018

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

The Annual General Meeting approves the financial statements of PKO Bank Polski S.A. for the year ended 31 December 2018, composed of:

- 1) the profit and loss account for the period from 1 January 2018 to 31 December 2018, reporting a net profit in the amount of PLN 3 335 million;
- 2) statement of comprehensive income;
- 3) statement of financial position as of 31 December 2018, reporting assets and total liabilities and equity amounting to PLN 300 413 million;
- 4) statement of changes in equity;
- 5) statement of cash flow, showing a increase in net cash in the period between 1 January 2018 and 31 December 2018 by PLN 7 483 million.
- 6) notes to the financial statements.

§ 2.

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

Rationale

to the draft resolution on approving the financial statements of PKO Bank Polski S.A. for the year ended 31 December 2018

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code, the annual general meeting shall examine and approve the financial statements for the preceding financial year.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 6 May 2019**

on approving the PKO Bank Polski S.A. Group Directors' Report for the year 2018 prepared jointly with the Directors' Report of PKO Bank Polski SA

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

The Annual General Meeting hereby approves the PKO Bank Polski S.A. Group Directors' Report for the year 2018 prepared jointly with the Directors' Report of PKO Bank Polski SA.

§ 2.

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

Rationale

to the draft resolution on approving the PKO Bank Polski S.A. Group Directors' Report for the year 2018 prepared jointly with the Directors' Report of PKO Bank Polski SA

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code, the annual general meeting shall examine and approve the financial statements for the preceding financial year.

However, in compliance with art. 55 item 2a of the Accounting Act, the group directors' report may be prepared together with the directors' report of the parent company as one report. By exercising this right, the Bank prepared one PKO Bank Polski S.A. Group Directors' Report including Directors' Report of PKO Bank Polski SA.

Due to Article 49b item 1 of the Accounting Act, the Bank included a statement on non-financial information in the directors' report as a separate part.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 6 May 2019**

on approving the consolidated financial statements of the PKO Bank Polski S.A. Group for the year ended 31 December 2018

Pursuant to Article 395 § 5 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

The Annual General Meeting approves the consolidated financial statements of the PKO Bank Polski S.A. Group for the year ended 31 December 2018, composed of:

- 1) consolidated profit and loss account for the period from 1 January 2018 to 31 December 2018, reporting a net profit in the amount of PLN 3 741 million;
- 2) consolidated total income statements;
- 3) consolidated statements of financial position as of 31 December 2018, reporting assets and total liabilities and equity amounting to PLN 324 255 million;
- 4) consolidated statements of changes in equity;
- 5) consolidated statements of cash flow, showing a increase in net cash in the period between 1 January 2018 and 31 December 2018 by PLN 7 526 million;
- 6) notes to the consolidated financial statements.

§ 2.

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

Rationale

to the draft resolution on approving the consolidated financial statements of the PKO Bank Polski S.A. Group for the year ended 31 December 2018

Pursuant to Article 395 § 5 of the Commercial Companies Code, the annual general meeting shall examine and approve financial statements of the group within the meaning of the provisions on accounting and the other issues that mentioned in the § 2 of this article.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 6 May 2019**

on approving the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna report for the year 2018

Pursuant to Article 395 § 5 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

The Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna report for the year 2018 is hereby approved.

§ 2.

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

Rationale
to the draft resolution on approving the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
report for the year 2018

Pursuant to Article 382 § 3 of the Commercial Companies Code, special duties of the supervisory board shall include appraising the reports referred to in the Article 395 § 2 point 1 of the Commercial Companies Code, to the extent of their conformity with books and documents and with the actual state of things, and management board motions on the distribution of profit or covering loss, as well as submitting to the general meeting annual written reports on findings of the appraisals. Pursuant to Article 395 § 5 of the Commercial Companies Code, the annual general meeting shall examine and approve financial statements of the capital group within the meaning of the provisions on accounting and the other issues that mentioned in the § 2 of this article.

In relation to the above-mentioned duty, the Supervisory Board has prepared the above report and presented it for approval.

The project of the resolution has received the positive opinion of the Supervisory Board.

RESOLUTION No. /2019
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 6 May 2019

on the distribution of profit earned by PKO Bank Polski S.A. in 2018 and coverage of accumulated loss

Acting pursuant to Article 395 § 2 point 2, Article 396 § 4 and 5 of the Commercial Companies Code, the Annual General Meeting hereby adopts the following:

§ 1.

The accumulated balance sheet loss of PLN 535 150 178 will be covered with the reserve capital. The loss resulted from changes in the accounting policies due to the first-time adoption of International Financial Reporting Standard 9 ("Financial Instruments").

§ 2.

1. The net profit of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna earned in 2018 in the amount of PLN 3 335 302 049 will be appropriated as follows:

- 1) for the dividend for shareholders PLN 1 662 500 000;
- 2) for the reserve capital in the amount of PLN 5 151 025.

2. The remainder of the profit in the amount of PLN 1 667 651 024 will be left unappropriated.

§ 3.

The resolution shall come into force on the date of its adoption.

Rationale
to the draft resolution on distribution of the profit earned by PKO Bank Polski S.A. in 2018 and the coverage of accumulated losses

In compliance with the provisions of the Commercial Companies Code, the distribution of net profit and coverage of net loss are the prerogative of the Annual General Meeting. In compliance with the draft resolution of the Annual General Meeting:

1. the accumulated balance sheet loss in the amount of **PLN 535 150 178** will be covered with the reserve capital. The accumulated reserve capital will then drop from **PLN 3 630 119 000** to **PLN 3 094 968 822**. The loss resulted from changes in the accounting policies due to the first-time adoption of International Financial Reporting Standard 9 ("Financial Instruments");
2. in the case of **the dividend**, the proposed amount to be allocated is **PLN 1 662 500 000**, i.e. **49.8 %** of the distributed net profit for 2018 (PLN 1.33 gross per share). The proposed dividend level is consistent with the dividend policy declared by the Management Board and the Supervisory Board, which assumes that payments of dividends in the long term perspective are made in a stable manner with respect to the principle of prudent management of the Bank and the Bank's Group as well as the possibility of making payments out of capital excess over minimum capital adequacy ratios arising from generally applicable legal regulations and regulatory requirements as well as the minimum level of capital ratios stipulated by the Polish Financial Supervision Authority, for the purpose of the payment of dividend by the Bank. The proposed dividend level also takes into account the position of the Polish Financial Supervision Authority of 15 January 2019 regarding the dividend policy for banks and the recommendation of the Polish Financial Supervision Authority of 25 February 2019 with regard to increasing own funds by retaining at least 50% of the profit for 2018;
3. in the case of **the reserve capital**, the proposed amount to be allocated is **PLN 5 151 025**, i.e. **0.2%** of the distributed net profit for 2018. Including this item in the annual profit distribution is necessary as the regulations of the Bank's Articles of Association require PKO Bank Polski S.A. to make contributions to the reserve capital out of the profit earned in every respective financial year. In consideration of the fact that the reserve capital serves to cover potential balance sheet losses (§ 30 item 2 of the Bank's Articles of Association), the proposed allocation would represent **0.2%** of the net profit. At profit distribution, according to the draft resolution of the Annual General Meeting, the reserve capital would increase from **PLN 3 630 119 000** to **PLN 3 635 270 025**. Furthermore, the reserve capital would be earmarked for coverage of the accumulated loss referred to in point 1, as a result of both allocations the reserve capital would ultimately amount to **PLN 3 100 119 847**;
4. the remainder of the net profit for 2018 in the amount of **PLN 1 667 651 024** will be left unappropriated. The rationale for refraining from distributing a part of the profit is the possibility of using it to pay dividends in the following years. Refraining from distributing a part of the profit has no effect on the levels of the Bank's capital ratios.

Due to the above it is necessary to present this draft resolution for the consideration of the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 6 May 2019**

on the defining the amount of dividend per each share, dividend day and the day of its payment

Pursuant to Article 348 § 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

1. Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna in 2019 shall pay the dividend from net profit for the year 2018 in the amount of PLN 1.33 gross per each share.
2. The dividend day shall be 31 July 2019.
3. The dividend shall be payable on 14 August 2019.
4. The dividend may be paid in the following forms:
 - 1) transfer to the securities account, if the shares are deposited on such an account (investment account);
 - 2) transfer to a bank account specified by the shareholder or cash payment, if the shareholder does not have a securities account.

§ 2.

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

Rationale

to the draft resolution on the defining the amount of dividend per each share, dividend day and the day of its payment

In relation to the distribution of the profit made for 2018, there is a need to establish the rules of disbursement of the dividend.

In compliance with art. 348 § 4 of the Commercial Companies Code, the annual general meeting of a public company sets a dividend day and a dividend payment date. The dividend day may be set not earlier than five days and no later than three months from the date of adoption of the resolution. The dividend payment date may be set in the next three months, starting from the dividend day.

In compliance with "Good Practices of Companies Listed on the Warsaw Stock Exchange 2016", the dividend day and the date of dividend disbursement should be as close to each other as possible, the period of time between them not exceeding 15 business days.

In addition, pursuant to § 106 item 2 of the Rules of the National Depository for Securities, the dividend disbursement day should be at least in 5th day after the dividend day. Pursuant to § 5 of the Rules and Regulations of the National Depository for Securities, the 10 days that separate the dividend day and the payment date do not include public holidays set in separate laws and Saturdays.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 6 May 2019**

on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Zbigniew Jagiełło, President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2018.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2018 to 31 December 2018, when Mr Zbigniew Jagiełło was a President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
of the Annual General Meeting
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Bank Polski Spółka Akcyjna
of 6 May 2019**

on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Rafał Antczak, Vice-President of the Management Board is hereby granted a vote of acceptance to confirm the discharge of his duties in 2018.

§ 2.

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

Rationale
to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2018 to 31 December 2018, when Mr Rafał Antczak was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

RESOLUTION No. /2019
of the Annual General Meeting
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Bank Polski Spółka Akcyjna
of 6 May 2019

on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Rafał Kozłowski, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2018.

§ 2.

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

Rationale
to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2018 to 31 December 2018, when Mr Rafał Kozłowski was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 6 May 2019**

on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Maks Kraczkowski, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2018.

§ 2.

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

**Rationale
to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board
for 2018**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2018 to 31 December 2018, when Mr Maks Kraczkowski was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
of the Annual General Meeting
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Bank Polski Spółka Akcyjna
of 6 May 2019**

on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Mieczysław Król, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2018.

§ 2.

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

**Rationale
to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board
for 2018**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2018 to 31 December 2018, when Mr Mieczysław Król was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
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Bank Polski Spółka Akcyjna
of 6 May 2019**

on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Adam Marciniak, Vice-President of the Management Board is hereby granted a vote of acceptance to confirm the discharge of his duties in 2018.

§ 2.

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

**Rationale
to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board
for 2018**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2018 to 31 December 2018, when Mr Adam Marciniak was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
of the Annual General Meeting
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Bank Polski Spółka Akcyjna
of 6 May 2019**

on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Piotr Mazur, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2018.

§ 2.

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

**Rationale
to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board
for 2018**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2018 to 31 December 2018, when Mr Piotr Mazur was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
of the Annual General Meeting
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Bank Polski Spółka Akcyjna
of 6 May 2019**

on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Jakub Papierski, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2018.

§ 2.

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

**Rationale
to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board
for 2018**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2018 to 31 December 2018, when Mr Jakub Papierski was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 6 May 2019**

on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Jan Emeryk Rościszewski, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2018.

§ 2.

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

**Rationale
to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board
for 2018**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2018 to 31 December 2018, when Mr Jan Emeryk Rościszewski was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 6 May 2019**

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Piotr Sadownik, the Chairman of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2018.

§ 2.

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

**Rationale
to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2018**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2018 to 31 December 2018, when Mr Piotr Sadownik was the Chairman of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
of the Annual General Meeting
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Bank Polski Spółka Akcyjna
of 6 May 2019**

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Ms Grażyna Ciużyńska, the Vice - Chairman of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2018.

§ 2.

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

Rationale
to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2018 to 31 December 2018, when Ms Grażyna Ciużyńska was the Vice - Chairman of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

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Bank Polski Spółka Akcyjna
of 6 May 2019

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Zbigniew Hajłasz, Secretary of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2018.

§ 2.

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

Rationale
to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2018 to 31 December 2018, when Mr Zbigniew Hajłasz was the Secretary of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
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Bank Polski Spółka Akcyjna
of 6 May 2019**

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Mariusz Andrzejewski, member of the Supervisory Board is hereby granted a vote of acceptance to confirm the discharge of his duties in 2018.

§ 2.

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

**Rationale
to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2018**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2018 to 31 December 2018, when Mr Mariusz Andrzejewski was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
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Bank Polski Spółka Akcyjna
of 6 May 2019**

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Mirosław Barszcz, member of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2018.

§ 2.

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

Rationale
to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2018 to 31 December 2018, when Mr Mirosław Barszcz was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

RESOLUTION No. /2019
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Bank Polski Spółka Akcyjna
of 6 May 2019

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Adam Budnikowski, member of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2018.

§ 2.

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

Rationale
to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2018 to 31 December 2018, when Mr Adam Budnikowski was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 6 May 2019**

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Wojciech Jasiński, member of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2018.

§ 2.

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

**Rationale
to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2018**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2018 to 31 December 2018, when Mr Wojciech Jasiński was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 6 May 2019**

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Andrzej Kisielewicz, member of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2018.

§ 2.

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

Rationale
to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2018 to 31 December 2018, when Mr Andrzej Kisielewicz was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

RESOLUTION No. /2019
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 6 May 2019

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Ms Elżbieta Mączyńska-Ziemacka, member of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2018.

§ 2.

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

Rationale
to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2018 to 31 December 2018, when Ms Elżbieta Mączyńska-Ziemacka was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 6 May 2019**

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Janusz Ostaszewski, member of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2018.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2018 to 31 December 2018, when Mr Janusz Ostaszewski was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 6 May 2019**

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2018

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Jerzy Paluchniak, member of the Supervisory Board until 18 May 2018, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2018.

§ 2.

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

**Rationale
to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for
2018**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2018 to 18 May 2018, when Mr Jerzy Paluchniak was the member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 6 May 2019**

concerning dismissal of the composition of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Supervisory Board

Pursuant to Art. 22 item 2 of the Banking Law, the Annual General Meeting adopts the following:

§ 1.

... is dismissed as a member of the Supervisory Board.

§ 2.

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

**Rationale
to the draft resolution concerning dismissal of the composition of the Powszechna Kasa Oszczędności Bank Polski Spółka
Akcyjna Supervisory Board**

Pursuant to Art. 22 item 2 of the Banking Law, the general meeting appoints and dismisses members of the supervisory board.

In relation to the above, a draft of this resolution was presented during the session of the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.

**RESOLUTION No. /2019
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 6 May 2019**

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

Pursuant to Art. 22 item 2 of the Banking Law, the Annual General Meeting, having assessed the candidate's compliance with requirements referred to in Art. 22aa of the Banking Law, adopts the following:

§ 1.

..... is appointed to the Supervisory Board.

§ 2.

The resolution enters into force on the date of its adoption.

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

Pursuant to Art. 22 item 2 of the Banking Law, the general meeting appoints and dismisses members of the supervisory board. In relation to the above, a draft of this resolution was presented during the session of the Annual General Meeting.

The project of the resolution has received the positive opinion of the Supervisory Board.