FORM

for a proxy to exercise the right to vote at the Ordinary General Meeting of PKO Bank Polski SA to be held on 20 June 2013

The form enables voting instructions to be granted to the proxy. A shareholder is not obliged to make use of this form and neither is using it a precondition for a proxy to cast a vote. Using this form depends on the mutual arrangements made between the proxy and the shareholder with regard to that. This document does not replace a power of attorney document. The shareholder and the proxy can use only some pages of this form at their own discretion.

Draft resolutions of the Ordinary General Meeting can be found below. The Company points out that these drafts may differ from the resolutions to be voted on directly at the Ordinary General Meeting of the Company, and it recommends that the proxy be instructed about how to proceed in such an event. The shareholder issues an instruction by placing an "X" in the appropriate box. If the shareholder decides to vote separately under the shares it holds, it is asked to indicate in the appropriate box the number of shares under which the proxy is to vote in a specific way. If no share number is stated, the proxy will be deemed to be authorised to vote in the manner indicated under all shares held by his client.

The Company cautions that if the shareholder and the proxy use this form, the consistency between casting a vote and the instruction given in the form will not be verified. The decisive factor will be whether the proxy casts or does not cast a vote, including in a case where the proxy's behaviour will differ from the content of the instruction.

	PESEL (persona
identification no.)/REGON	(business identification
NO.)	ID card no./National Court Register no
General Meeting of PKO Bank Polski S.A General Meeting), on the basis of a cert	authorised to take part in the Ordinary A. on (hereinafter the Meeting or ificate of the right to participate in the General
Meeting, issued byrepresented by:	on, number
Details of the Proxy:	
name/surname/business name	address of
residence/registered office	PESEL (personal dentification)
no.)	ID card no./National Court Register no
	an instruction to the proxy on each resolution with the agenda stated in the announcement on ag an "X" in the appropriate box.
date and signature of Shareholder	

1. Election of the Chairman of the Ordinary General Meeting; Instruction for the Proxy to vote on the resolution:

RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013

on the election of the Chairman of the Ordinary General Meeting

Pursuant to Article	e 409(1) of the Code of Commercial Partnerships and Companies the
Ordinary General I	Meeting elects as its Chairman
Vote for	□ Number of shares
Vote against	□ Number of shares
Vote abstained	□ Number of shares
In the event of voti	ing AGAINST, I raise an objection □ YES □ NO
Other instructions	of the Shareholder:

2. Approving the PKO Bank Polski SA Directors' Report for the year 2012; Instruction for the Proxy to vote on the resolution:

RESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

on approving the PKO Bank Polski SA Directors' Report for the year 2012

Pursuant to Articl Meeting adopts th	e 395(2)(1) of the Commercial Companies Code, the Ordinary General ne following:
	§ 1.
The PKO Bank Pols	ki SA Directors' report for the year 2012 is approved.
This resolution sh	§ 2. all come into force as of the date of its adoption.
Vote against	□ Number of shares □ Number of shares
	ting AGAINST, I raise an objection \square YES \square NO s of the Shareholder:

3. Approving the financial statements of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for the year ended on 31 December 2012;

Instruction for the Proxy to vote on the resolution:

Resolution No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

on approving the financial statements of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for the year ended on 31 December 2012

Pursuant to Article 395(2)(1) of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1.

The Ordinary General Meeting approves the financial statements of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for the year ended 31 December 2012, composed of:

- 1) the income statement for the period from 1 January 2012 to 31 December 2012, reporting a net profit in the amount of PLN 3,592,617,000;
- 2) statement of comprehensive income;
- 3) statement of financial position as at 31 December 2012, reporting assets and total liabilities and equity amounting to PLN 191,017,712,000;
- 4) statement of changes in equity;
- 5) statement of cash flows, showing a increase in net cash in the period between 1 January 2012 and 31 December 2012 by PLN 1,074,748,000.
- 6) notes to the financial statements.

§ 2.

Vote for	□ Number of shares
Vote against	□ Number of shares
Vote abstained	□ Number of shares
In the event of voti	ng AGAINST, I raise an objection □ YES □ NO
Other instructions of the Shareholder:	

4. Approving the PKO Bank Polski SA Group Directors' Report for the year 2012; Instruction for the Proxy to vote on the resolution:

RESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

on approving the PKO Bank Polski SA Group Directors' Report for the year 2012		
The Ordinary General Meeting adopts the following:		
\S 1. The Ordinary General Meeting hereby approves the PKO Bank Polski SA Group Directors' Report for the year 2012.		
\S 2. This resolution shall come into force as of the date of its adoption.		
Vote for		
In the event of voting AGAINST, I raise an objection \square YES \square NO		
Other instructions of the Shareholder:		

5. Approving the consolidated financial statements of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Group for the year ended on 31 December 2012;

Instruction for the Proxy to vote on the resolution:

Resolution No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013

on approving the consolidated financial statements of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Group for the year ended 31 December 2012

Pursuant to Article 395(5) of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1.

The Ordinary General Meeting approves the consolidated financial statements of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Group for the year ended 31 December 2012, composed of:

- 1) consolidated income statement for the period from 1 January 2012 to 31 December 2012, reporting a net profit attributable to the parent company in the amount of PLN 3,748,621,000;
- 2) consolidated statement of comprehensive income:
- 3) consolidated statement of financial position as at 31 December 2012, reporting assets and total liabilities and equity amounting to PLN 193,479,628,000;
- 4) consolidated statement of changes in equity;
- 5) consolidated statement of cash flows, showing a increase in net cash in the period between 1 January 2012 and 31 December 2012 by PLN 1,072,662,000.
- 6) notes to the consolidated financial statements.

§ 2.

Vote for	□ Number of shares
Vote against	□ Number of shares
Vote abstained	□ Number of shares

In the event of voting AGAINST, I raise an objection □ YES □ NO	
Other instructions of the Shareholder:	

6. Approving the report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2012;

Instruction for the Proxy to vote on the resolution:

RESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

on approving the report of the Supervisory Board of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2012

The Ordinary General Meeting adopts the following:

Vote for

§ 1

The report of the Supervisory Board of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2012 is hereby approved.

§ 2

Vote for	□ Number of shares
Vote against	□ Number of shares
Vote abstained	□ Number of shares
In the event of voting AGAINST, I raise an objection □ YES □ NO	
Other instructions of the Shareholder:	
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7. Distribution of the profit earned by PKO Bank Polski SA in 2012 and the unappropriated profits;

Instruction for the Proxy to vote on the resolution:

RESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

on the distribution of the profit earned by the PKO Bank Polski SA in 2012 and unappropriated profits

Pursuant to Article 395(2)(2) of the Commercial Companies Code, the Ordinary General Meeting adopts the following:

§ 1.

The net profit earned by Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna in the period between 1 January 2012 and 31 December 2012 that amounts to PLN 3,592,617,000 and unappropriated profits that amounts to 88,533,000 shall be distributed in the following manner:

1) dividends for the shareholders in the amount of PLN 2,250,000,000; 2) the reserve capital in the amount of PLN 1,400,000,000; 3) the other reserves in the amount of PLN 31,150,000.

§ 2.

Vote for	Number of shares	
Vote against	□ Number of shares	
Vote abstained	□ Number of shares	
In the event of voting AGAINST, I raise an objection □ YES □ NO		
	, ,	
Other instructions of the Shareholder:		

8. Defining the amount of dividend per each share, dividend day and the day of its payment;

Instruction for the Proxy to vote on the resolution:

RESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

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 Ordinary General Meeting adopts the following:

§ 1.

- 1. Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall pay the dividend for the year 2012 and unappropriated profit in the amount of PLN 1.80 gross per each share.
- 2. The dividend day shall be 19 September 2013.
- 3. The dividend shall be payable on 4 October 2013.
- 4. The dividend may be paid in the following forms:
 - 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.

Vote for Vote against Vote abstained	□ Number of shares □ Number of shares □ Number of shares
In the event of voting AGAINST, I raise an objection \square YES \square NO	
Other instructions of the Shareholder:	

9. Granting a vote of acceptance to the members of the Management Board for 2012;

Instruction for the Proxy to vote on the resolution:

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RESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

Pursuant to Article adopts the followin	395(2)(3) of the Commercial Companies Code, the Ordinary General Meeting g:
	§ 1
, ,	ełło, President of the Management Board, is hereby granted a vote of irm the discharge of his duties in 2012.
	§ 2
This resolution shal	Il come into force as of the date of its adoption.
	□ Number of shares □ Number of shares
In the event of vo	ting AGAINST, I raise an objection □ YES □ NO
Other instructions	s of the Shareholder:

RESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

3 3	J
Pursuant to Article adopts the followi	e 395(2)(3) of the Commercial Companies Code, the Ordinary General Meeting
	§ 1
Mr Piotr Alicki,	Vice-President of the Management Board, is hereby granted a vote of
acceptance to cor	nfirm the discharge of his duties in 2012.
	§ 2
This resolution sho	all come into force as of the date of its adoption.
	□ Number of shares □ Number of shares □ Number of shares
In the event of ve	oting AGAINST, I raise an objection 🗆 YES 🗆 NO
Other instruction	ns of the Shareholder:

RESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

Pursuant to Article 3	395(2)(3) of the Commercial Companies Code, the Ordinary General Meeting:
	§ 1
Mr Bartosz Drabiko	wski, Vice-President of the Management Board, is hereby granted a vote of
acceptance to confi	rm the discharge of his duties in 2012.
'	3
	§ 2
This resolution shall	come into force as of the date of its adoption.
Vote for	□ Number of shares
	□ Number of shares
Vote abstained	□ Number of shares
In the event of vot	ing AGAINST, I raise an objection □ YES □ NO
Other instructions	of the Shareholder:

RESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

Pursuant to Article 3 adopts the following	395(2)(3) of the Commercial Companies Code, the Ordinary General Meeting:
	§ 1
Mr Andrzej Kołatko	wski, Vice-President of the Management Board till 13 July 2012, is hereby
granted a vote of ac	ceptance to confirm the discharge of his duties in 2012.
	§ 2
This resolution shall	come into force as of the date of its adoption.
	□ Number of shares □ Number of shares □ Number of shares
In the event of voti	ng AGAINST, I raise an objection □ YES □ NO
Other instructions	of the Shareholder:

RESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

on granting a vote t	of acceptance to a member of the Management board for 2012
Pursuant to Article adopts the following	395(2)(3) of the Commercial Companies Code, the Ordinary General Meeting g:
	§ 1
Mr Jarosław Myjal	x, Vice-President of the Management Board, is hereby granted a vote of
acceptance to confi	rm the discharge of his duties in 2012.
	§ 2
This resolution shal	I come into force as of the date of its adoption.
Vote for Vote against Vote abstained	□ Number of shares □ Number of shares □ Number of shares
	ting AGAINST, I raise an objection \square YES \square NO s of the Shareholder:

RESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

Pursuant to Article adopts the following	395(2)(3) of the Commercial Companies Code, the Ordinary General Meeting
	§ 1
Mr Jacek Obłękow	rski, Vice-President of the Management Board is hereby granted a vote of
acceptance to conf	firm the discharge of his duties in 2012.
	§ 2
This resolution sha	Il come into force as of the date of its adoption.
Vote for	□ Number of shares
Vote against	□ Number of shares
Vote abstained	□ Number of shares
In the event of vo	ting AGAINST, I raise an objection □ YES □ NO
Other instruction	s of the Shareholder:

RESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

Pursuant to Article 395(2)(3) of the Commercial Companies Code, the Ordinary General Meeting adopts the following:	
	§ 1
Mr Jakub Papiersk	i, performing the duties of the Vice-President of the Management Board, is
hereby granted a v	ote of acceptance to confirm the discharge of his duties in 2012.
	§ 2
This resolution sha	Il come into force as of the date of its adoption.
Vote against	□ Number of shares □ Number of shares □ Number of shares
In the event of vo	ting AGAINST, I raise an objection □ YES □ NO
Other instruction	s of the Shareholder:
•••••	

10. Granting a vote of acceptance to the members of the Supervisory Board for 2012;

Instruction for the Proxy to vote on the resolution:

RESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395(2)(3) of the Commercial Companies Code, the Ordinary Gen	eral Meeti	ng
adopts the following:		

§ 1

Mr Cezary Banasiński, the Chairman of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2012.

§ 2

Vote for Vote against Vote abstained	□ Number of shares □ Number of shares □ Number of shares
In the event of vot	ng AGAINST, I raise an objection □ YES □ NO
Other instructions	of the Shareholder:

RESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

Pursuant to Article	395(2)(3) of the Commercial Companies Code, the Ordinary General Meeting
adopts the followin	g:
	§ 1
Mr Tomasz Zgania	cz, Vice Chairman of the Supervisory Board, is hereby granted a vote of
acceptance to conf	irm the discharge of his duties in 2012.
	§ 2
This resolution shall	I come into force as of the date of its adoption.
J	□ Number of shares □ Number of shares □ Number of shares
In the event of vo	ting AGAINST, I raise an objection □ YES □ NO
Other instructions	s of the Shareholder:

RESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

Pursuant to Article adopts the followin	395(2)(3) of the Commercial Companies Code, the Ordinary General Meeting
	§ 1
Mr Mirosław Czeka	j, Secretary of the Supervisory Board, is hereby granted a vote of acceptance
to confirm the discl	narge of his duties in 2012.
	§ 2
This resolution shal	I come into force as of the date of its adoption.
· ·	□ Number of shares □ Number of shares □ Number of shares
In the event of vo	ting AGAINST, I raise an objection □ YES □ NO
Other instructions	s of the Shareholder:

RESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

Pursuant to Article 3 adopts the following	395(2)(3) of the Commercial Companies Code, the Ordinary General Meeting:
	§ 1
Mr Jan Bossak, me	mber of the Supervisory Board, is hereby granted a vote of acceptance to
confirm the dischard	ge of his duties in 2012.
	§ 2
This resolution shall	come into force as of the date of its adoption.
	□ Number of shares
	□ Number of shares
vote abstained	Nulliber of States
In the event of vot	ing AGAINST, I raise an objection □ YES □ NO
Other instructions	of the Shareholder:

KESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

on granting a vote	of acceptance to a member of the Supervisory Board for 2012
Pursuant to Article adopts the followin	395(2)(3) of the Commercial Companies Code, the Ordinary General Meetingg:
	§ 1
	mber of the Supervisory Board since 6 June 2012, is hereby granted a vote of
acceptance to conf	irm the discharge of his duties in 2012.
	§ 2
This resolution shall	Il come into force as of the date of its adoption.
Vote for	□ Number of shares
Vote against	□ Number of shares
Vote abstained	□ Number of shares
In the event of vo	ting AGAINST, I raise an objection □ YES □ NO
Other instructions	s of the Shareholder:

RESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

	·
Pursuant to Article 3 adopts the following	395(2)(3) of the Commercial Companies Code, the Ordinary General Meeting
	§ 1
Mr Krzysztof Kilian,	member of the Supervisory Board is hereby granted a vote of acceptance to
confirm the discharg	ge of his duties in 2012.
	§ 2
This resolution shall	come into force as of the date of its adoption.
Vote for	□ Number of shares
	□ Number of shares
Vote abstained	□ Number of shares
In the event of voti	ing AGAINST, I raise an objection □ YES □ NO
Other instructions	of the Shareholder:

RESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

Pursuant to Article adopts the following	395(2)(3) of the Commercial Companies Code, the Ordinary General Meeting g:
	§ 1
	member of the Supervisory Board, is hereby granted a vote of acceptance to rge of his duties in 2012.
	§ 2
This resolution sha	Il come into force as of the date of its adoption.
Vote against	□ Number of shares □ Number of shares □ Number of shares
In the event of vo	ting AGAINST, I raise an objection □ YES □ NO
Other instruction:	s of the Shareholder:

KESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

on granting a vote of acceptance to a member of the Supervisory Board for 2012	
Pursuant to Article 3 adopts the following	395(2)(3) of the Commercial Companies Code, the Ordinary General Meeting:
	§ 1
	ska, member of the Supervisory Board till 6 June 2012, is hereby granted at confirm the discharge of his duties in 2012.
	§ 2
This resolution shall	come into force as of the date of its adoption.
•	□ Number of shares □ Number of shares □ Number of shares
In the event of voti	ing AGAINST, I raise an objection □ YES □ NO
Other instructions	of the Shareholder:

KESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

on granting a vote	of acceptance to a member of the Supervisory Board for 2012
Pursuant to Article adopts the following	395(2)(3) of the Commercial Companies Code, the Ordinary General Meeting
	§ 1
Mr Marek Mroczł	kowski, member of the Supervisory Board is hereby granted a vote of
acceptance to conf	firm the discharge of his duties in 2012.
	§ 2
This resolution sha	Il come into force as of the date of its adoption.
Vote for	□ Number of shares
•	□ Number of shares
In the event of vo	ting AGAINST, I raise an objection □ YES □ NO
Other instruction	s of the Shareholder:

RESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

	3
Pursuant to Article 3 adopts the following	95(2)(3) of the Commercial Companies Code, the Ordinary General Meeting:
	§ 1
Mr Ryszard Wierzba	, member of the Supervisory Board is hereby granted a vote of acceptance
to confirm the disch	arge of his duties in 2012.
	§ 2
This resolution shall	come into force as of the date of its adoption.
Vote against	□ Number of shares □ Number of shares □ Number of shares
In the event of voti	ng AGAINST, I raise an objection □ YES □ NO
Other instructions	of the Shareholder:

11. Adoption of resolutions on the changes to the composition of the Supervisory Board;

Instruction for the Proxy to vote on the resolution:

RESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

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

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

	§ 1.	
The following is dis	smissed from the Supervisory Board:	
•••		
	§ 2.	
This resolution sho	Il come into force as of the date of its adoption.	
•	□ Number of shares □ Number of shares □ Number of shares	
In the event of voti	ng AGAINST, I raise an objection □ YES □ NO	
Other instructions of the Shareholder:		

RESOLUTION No. /2013 of the Ordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 20 June 2013

ki

on an appointment Spółka Akcyjna	t to the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski
Pursuant to Article resolves as follows:	385 par.1 of the Commercial Companies Code, the Ordinary General Meeting
	§ 1.
The following is a	opointed to the Supervisory Board:
	
	§ 2.
This resolution shal	I come into force as of the date of its adoption.
Vote for	□ Number of shares
U	□ Number of shares
In the event of vot	ting AGAINST, I raise an objection □ YES □ NO
Other instructions	s of the Shareholder: