

## **Announcement of the Management Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna on convening the Extraordinary General Meeting**

Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna with its registered office in Warsaw, ul. Puławska 15, 02-515 Warsaw, registered in the register of entrepreneurs of the National Court Register by the District Court for the Capital City of Warsaw, 13th Commercial Division of the National Court Register under No. KRS 0000026438; tax identification No. NIP: 525-000-77-38, with a share capital (fully paid up) of PLN 1,250,000,000.

### **Date, hour and venue of the general meeting; detailed agenda**

The Management Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna ("PKO Bank Polski S.A." or the "Bank") acting pursuant to Article 399 § 1 and Article 398 in connection with the request submitted according to the Article 400 § 1 of the Commercial Companies Code by a shareholder representing no less than one-twentieth of the share capital of the Bank (the State Treasury), hereby convenes the Extraordinary General Meeting of PKO Bank Polski S.A. to be held on **17 September 2019** at 10:00 hours in Warsaw at ul. Puławska 15 ("Extraordinary General Meeting") with the following agenda:

- 1) opening of the Extraordinary General Meeting,
- 2) election of the Chairman of the Extraordinary General Meeting,
- 3) confirming that the Extraordinary General Meeting has been convened correctly and is capable of passing resolutions,
- 4) adopting the agenda of the Extraordinary General Meeting,
- 5) passing a resolution on amendments to the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna,
- 6) passing a resolution on amendments to Resolution No. 2/2017 of the Extraordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 13 March 2017 on the rules for determining remuneration for the Management Board,
- 7) passing a resolution on amendments to Resolution No. 3/2017 of the Extraordinary General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 13 March 2017 on defining the rules for determining remuneration for the Supervisory Board,
- 8) passing a resolution on adoption to the Rules and Regulations of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna,
- 9) changes in the composition of the Supervisory Board,
- 10) closing of the meeting.

## **Shareholders' right to request that certain matters be placed on the agenda of the Extraordinary General Meeting**

A shareholder or shareholders representing no less than one-twentieth of the share capital of the Bank may request adding new items to the agenda of the Extraordinary General Meeting.

Such requests should be submitted to the Management Board of the Bank no later than **21 (twenty one)** days prior to the scheduled date of the meeting.

The request should be delivered with the draft resolution concerning an indicated point of the agenda with its justification. Failing such justification to the request, the Management Board or the Chairman of the General Meeting requests the shareholder or shareholders to present the justification to the proposed resolution.

The requests may be submitted in writing (that is delivered personally, upon confirmation of receipt, or sent to the Bank with a confirmation of dispatch and confirmation of receipt requested) to the Management Board following address: Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna with its registered office in Warsaw, ul. Puławska 15, 02-515 Warsaw or by electronic mail to the e-mail address [wza@pkobp.pl](mailto:wza@pkobp.pl) The proof that the above-mentioned request was submitted in due time will be the date of its receipt by the Bank or, if sent by e-mail, on the date of delivery of the relevant e-mail to the Bank's electronic mail system (e-mail server). The requests should be made on duly completed and signed forms downloaded from the Bank's web page. If a request is to be sent by e-mail, the form and all attached documents should be attached to the e-mail in the PDF format.

A shareholder or shareholders who request adding items to the agenda of the meeting should deliver, together with the request, documents confirming their identity and the authority to request adding items to the agenda of the Extraordinary General Meeting, in particular:

- 1) a deposit certificate or a certificate of right to participate in the Extraordinary General Meeting issued by an entity keeping a securities account pursuant to the regulations on trading in financial instruments, confirming that the certificate holder is a shareholder of the Bank and on the date of making the request he holds an adequate number of shares,
- 2) with respect to a shareholder being a natural person – a copy of an identity card, passport or another document confirming his identity,
- 3) in case of a shareholder other than a natural person – a current extract from the relevant register or other documents confirming the authorization to represent the shareholder.

The obligation to attach the above-mentioned documents concerns the shareholders making requests either in writing or by e-mail. The documents should be attached in a form appropriate for the form of the request (as hard copies or scans converted to PDF).

If it is a proxy acting on behalf of a shareholder or shareholders who submits a request for placement of certain matters on the meeting agenda, then along with that request, the proxy is required to present in the manner specified above documents confirming his/her authorisation to act on behalf of the shareholder or shareholders.

The Bank may take such actions as will be necessary to identify the shareholder or shareholders and verify the validity of the shareholder's or shareholders' right to above-mentioned request.

The Management Board of the Bank shall promptly, and in no event later than eighteen days prior to the scheduled date of the Extraordinary General Meeting, announce changes to the agenda implemented at the request of a shareholder or shareholders. The new amended agenda will be published on the Bank's web site [www.pkobp.pl/investors](http://www.pkobp.pl/investors).

### **Shareholders' right to submit draft resolutions**

Before the date of the Extraordinary General Meeting a shareholder or shareholders representing no less than one-twentieth of the share capital of the Bank may submit to the Bank in writing (that is deliver personally, upon confirmation of receipt, or send to the Bank with a confirmation of dispatch and confirmation of receipt requested) to the Management Board following address: PKO Bank Polski S.A., ul. Puławska 15, 02-515 Warsaw, or by electronic mail to the e-mail address [wza@pkobp.pl](mailto:wza@pkobp.pl) draft resolutions concerning any items on the agenda of the Extraordinary General Meeting, or matters that are to be added to the agenda.

The draft resolution should be presented with its justification. Failing such justification to the resolution, the Management Board or the Chairman of the General Meeting requests the shareholder or shareholders to present the justification to the proposed resolution.

The submitted draft resolutions should be made on duly completed and signed forms downloaded from the Bank's web page. If a submission is to be made by e-mail, the form and all attached documents should be attached to the e-mail in the PDF format.

A shareholder or shareholders who submit draft resolutions should deliver, together with the request, documents confirming their identity and the authority to submit draft resolutions, in particular:

- 1) a deposit certificate or a certificate of right to participate in the Extraordinary General Meeting issued by an entity keeping a securities account pursuant to the regulations on trading in financial instruments, confirming that the certificate holder is a shareholder of the Bank and on the date of making the request he holds an adequate number of shares,
- 2) with respect to a shareholder being a natural person – a copy of an identity card, passport or another document confirming his identity,
- 3) in case of a shareholder other than a natural person – a current extract from the relevant register or other documents confirming the authorization to represent the shareholder.

The obligation to attach the above-mentioned documents concerns the shareholders making requests either in writing or by e-mail. The documents should be attached in a form appropriate for the form of the request (as hard copies or scans converted to PDF).

If it is a proxy acting on behalf of a shareholder or shareholders who submits a draft resolution, then along with that submission, the proxy is required to present in the manner specified above documents confirming his/her authorisation to act on behalf of the shareholder or shareholders. The Bank may take such actions as will be necessary to identify the shareholder or shareholders and verify the validity of the shareholder's or shareholders' right to submit the projects of the resolutions.

Additionally, during the Extraordinary General Meeting itself each shareholder may propose draft resolutions concerning the matters on the agenda of the meeting.

The draft resolution concerning the calling of a break in the Extraordinary General Meeting proceedings should clearly determine the date for resuming the meeting. The reason of such a break should be specified in the justification to the resolution on calling a break, developed in accordance with the grounds put forward by a shareholder requesting a break.

### **The manner of voting by proxy**

A shareholder may participate in the Extraordinary General Meeting and exercise their right to vote in person or by proxy.

Proxy powers to participate in the Extraordinary General Meeting and to exercise the right to vote must be conferred in writing or the electronic form.

Proxy powers conferred in writing or the electronic form should include: precise identification of the shareholder and principal (specification of a given name and surname, the series and number of an identification card or a passport, the PESEL number – in respect of natural persons; and the firm (name), the registered office and the number of KRS or of another register – in respect of legal persons or other organisational units); the date of granting of the power of attorney and specification of its scope, and of the date of general meeting at which the proxy would be exercised; and specification whether the power of attorney is valid only on the opening date of the Extraordinary General Meeting or until its actual closing.

#### Proxy powers conferred in writing:

If the shareholder confers the proxy powers in writing, the proxy holder is required to do the following at the preparation of the attendance list of the persons authorised to participate in the Extraordinary General Meeting:

- 1) to submit the original copy of the power of attorney (or a set of the power of attorney documents) or a copy of the power of attorney notarised or officially certified, or its transcript prepared in compliance with applicable law; for the purpose of appending to the minutes,
- 2) to present a document that enables identification of the proxy holder.

The shareholder proxies who are not natural persons should additionally submit copies of documents which demonstrate the authorisation of the persons conferring the power of attorney to act on behalf of a shareholder, while at the same time presenting the original documents. The persons conferring the power of attorney should appear in the current or full excerpt from the relevant shareholder registry, from which the authorisation to act on behalf of the shareholder on the date of granting the power of attorney will follow.

If any of the documents demonstrating the authority to act on behalf of a shareholder is prepared in a language other than Polish, such a document must have appended to it its translation into the Polish language prepared by a certified translator.

### Proxy powers conferred in the electronic form:

Proxy powers conferred in the electronic form do not require a secure electronic signature verified with a valid qualified certificate.

The Bank must be notified of the proxy powers conferred in the electronic form through employment of electronic communication means in the form of information sent to e-mail address of [wza@pkobp.pl](mailto:wza@pkobp.pl), while making every effort to enable effective verification of the power of attorney validity.

The information on the conferring of the power of attorney should include the content of such granted power of attorney. The power of attorney in the electronic form that incorporates the elements specified above may also be prepared in writing and sent to the indicated e-mail address in the PDF format. Moreover, the notification on conferring the power of attorney should specify the telephone numbers and e-mail addresses of the shareholder and of their proxy, which the Bank can use to contact the shareholder and their proxy.

Together with the notification on the conferring of the power of attorney in the electronic form, the shareholder will send the following in the PDF format:

- 1) the scan of an identification card, a passport or another officially issued document that allows identification of the shareholder as the principal and of the appointed proxy – when the shareholder is a natural person,
- 2) the scan of an excerpt from the relevant register in which the principal is registered – when the shareholder is not a natural person.

The persons conferring the power of attorney on behalf of a shareholder who is not a natural person should appear in the current or full excerpt from the relevant shareholder registry, from which the authorisation to act on behalf of the shareholder on the date of granting the power of attorney would follow.

If any of the sent documents demonstrating the capacity to act on behalf of a shareholder is prepared in a language other than Polish, such a document must be complemented with a scan of its translation into the Polish language prepared by a certified translator.

If the shareholder confers the proxy powers in the electronic form, the proxy holder is required, at the preparation of the attendance list of the persons authorised to participate in the Extraordinary General Meeting, to present a document that enables identification of the proxy holder.

The Bank will take appropriate action for the purpose of identifying a shareholder and a proxy in order to verify the validity of the powers of attorney granted in the electronic form. Such a verification may involve in particular a response question in the electronic or telephone call form addressed to the shareholder or proxy with the aim of confirming the fact of the power of attorney being granted and its scope. In case of any doubt, the Bank may undertake further actions with the aim of verifying the validity of the powers of attorney granted in the electronic form and the identity of the shareholder and proxy. The Bank will deem the failure to provide a response to a question asked in the course of the verification process as a case of failure to verify the power of attorney, which will constitute grounds for the refusal of admission of a proxy to participate in the Extraordinary General Meeting.

In the case of any emerging doubts about the empowerment of a person to act on behalf of a shareholder, the Management Board of the Bank reserves the right to demand the presentation, at the preparation of the attendance list of the persons authorised to participate in the Extraordinary General Meeting, of the original documents which corroborate the empowerment of a given person to act on their behalf.

A Bank Management Board member or an employee of the Bank may be proxies of a shareholder at the Extraordinary General Meeting.

If a proxy at the Extraordinary General Meeting is a Bank Management Board member, a member of the Supervisory Board of the Bank, its receiver or liquidator, employee or a member of any of its governing bodies, or an employee of the Bank's subsidiary, that person's power of attorney may confer on them the power to represent limited to only one general meeting. Such a proxy is obliged to disclose to the shareholder any circumstances indicative of the presence of the possibility of occurrence of a conflict of interest. The Bank will be barred from granting any subsequent power of attorney in such a case. Such a proxy shall vote in accordance with the instructions provided by the shareholder.

The forms required while seeking to execute the right to vote via a proxy are available through the Bank's website [www.pkobp.pl/investors](http://www.pkobp.pl/investors).

#### **Participation in the Extraordinary General Meeting through electronic means of communication**

The Bank does not offer the possibility to participate in the Extraordinary General Meeting through electronic means of communication.

The Bank will ensure publicly available real-time broadcast of the Extraordinary General Meeting via Bank's website – [www.pkobp.pl/investors](http://www.pkobp.pl/investors).

#### **Taking floor at the Extraordinary General Meeting through electronic means of communication**

The Bank does not offer the possibility to take floor at the Extraordinary General Meeting through electronic means of communication.

#### **Voting by mail or electronic means of communication**

The Bank does not offer the possibility to vote using mail or electronic means of communication.

#### **Date of registration of attendance at the Extraordinary General Meeting**

The date of registration of attendance at the Extraordinary General Meeting is **1 September 2019** (the "Record Date").

## The right to participate in the Extraordinary General Meeting

Only the persons who are shareholders of the Bank on the Record Date have the right to participate in the Extraordinary General Meeting.

The persons authorised to exercise rights attached to registered shares and temporary certificates as well as the pledgees and usufructors authorised to exercise voting rights may participate in the Extraordinary General Meeting if they are registered in the share register on the Record Date.

At the request of a holder of dematerialized bearer shares of the Bank submitted not earlier than after the publication of the notification on convening the Extraordinary General Meeting and not later than on the first business day following the Record Date, that is not later than on **2 September 2019**, the entity keeping the securities account shall issue a registered certificate confirming the right to participate in the general meeting.

The Bank points out that the Extraordinary General Meeting can only be attended by the persons who:

- 1) were shareholders of the Bank on the Record Date, that is on **1 September 2019**;  
and
- 2) not earlier than after the publication of the notification on convening the Extraordinary General Meeting and not later than on the **2 September 2019**, requested the entity keeping the securities account to issue a registered certificate confirming the right to participate in the general meeting.

The Bank determines the list of shareholders entitled to participate in the Extraordinary General Meeting only on the basis of the list submitted to the Bank by the National Depository for Securities, drawn up on the basis of name certificates on the right to participate in the Extraordinary General Meeting, issued by entities maintaining securities accounts, and based on the content of the book of shares.

A list of the shareholders authorised to participate in the Extraordinary General Meeting will be made available at the premises of the Management Board of the Bank at ul. Puławska 15, 02-515 Warsaw, between 10:00 and 14:00 hours for three business days preceding the date of the General Meeting, that are **12-13 and 16 September 2019** and will be disclosed following prior announcement of such need by email at the e-mail address: [wza@pkobp.pl](mailto:wza@pkobp.pl).

A shareholder of the Bank may request that a list of the shareholders authorised to participate in the Extraordinary General Meeting be sent to him free of charge by e-mail, stating the e-mail address to which the list should be sent.

In demanding that the list of shareholders be made available at the premises of the Bank or sent by e-mail, the demanding shareholder should identify himself and authenticate his status as a shareholder of the Bank. This can be achieved by presenting the certificate confirming the right to participate in the Extraordinary General Meeting or the deposit certificate.

The shareholders and shareholders' proxies coming to the Extraordinary General Meeting, when signing the attendance list, should present their identity card, passport or another document allowing to verify their identity.

The persons authorised to participate in the General Meeting are requested to register and collect voting cards or devices immediately before the meeting room, one hour before the commencement of the meeting.

### **Access to documents**

The draft resolutions of the Extraordinary General Meeting with justifications and the opinion of the Supervisory Board of the Bank given according to the Rules and Regulations of the Supervisory Board, as well as the full text of documents to be presented to the Extraordinary General Meeting will be published on a Bank's web site at such time as will make it possible to read and evaluate these documents.

Nominees for the Bank's Supervisory Board and draft resolutions submitted in compliance with the Commercial Companies Code by the duly authorised shareholder or shareholders prior to the date of the Extraordinary General Meeting will be published by the Bank on its web site promptly upon receiving them.

If no resolutions are proposed to be adopted, comments of the Management Board of the Bank or the Supervisory Board of the Bank concerning the items on the agenda of the Extraordinary General Meeting, or the matters that are to be added to the agenda prior to the date of the Extraordinary General Meeting, will be made available on the Bank's web site promptly upon their completion.

Information regarding the Extraordinary General Meeting is available on the web site [www.pkobp.pl/investors](http://www.pkobp.pl/investors).

### **Right to nominate candidates as members of the Supervisory Board**

Due to including point 9, relating to changes in the composition of the Supervisory Board, on the agenda of the Extraordinary General Meeting, the Bank's Management Board would like to inform you that details concerning the appointment and dismissal of members of the Bank's Supervisory Board can be found in the Rules of the General Meeting; the up-to-date text is available at:

<https://www.pkobp.pl/pkobppl-en/investor-relations/corporate-governance/principles-of-corporate-governance-for-supervised-institutions/>

Nominations of candidates to the Supervisory Board shall be in writing and submitted to the Bank's Management Board, ul. Puławska 15, 02-515 Warsaw or by means of electronic communication to the e-mail address [wza@pkobp.pl](mailto:wza@pkobp.pl). The subject matter should be specified as: "Nomination of a candidate as member of the Supervisory Board".

The nomination shall indicate the number of votes represented by the shareholder(s) submitting the nomination for a given candidate. Furthermore, the Bank shall be provided with a certificate of the right to participate in an Extraordinary Meeting or the deposit certificate – the original or as a PDF file to the above-given address.

Together with the nomination of a candidate to the Supervisory Board, the following shall be sent:

- 1) the candidate's CV (preferred form: biographical note);
- 2) his/her written consent to being put forward as a candidate for member of the Bank's Supervisory Board;
- 3) written declaration by the candidate on meeting the criteria stipulated in the Act of 29 August 1997 – Banking Law, with regard to members of the supervisory board of a significant bank;
- 4) written statement by the candidate on his/her compliance or non-compliance with the independence criteria within the meaning of the corporate governance rules defined by the Supervisory Board of the Warsaw Stock Exchange;
- 5) written statement by the candidate on his/her compliance with the requirements stipulated in the Act of 16 December 2016 on the rules for managing property of the State, with regard to members of a supervisory body – in the case of a candidate nominated by an entity authorized to exercise rights attributed to shares owned by the State Treasury or a state-owned enterprise;
- 6) written statement of the candidate containing the information referred to in Art. 22aa (11) of the Act of 29 August 1997 – the Banking Law;
- 7) written statement of the candidate specifying his/her other activities performed outside the Bank, with an assessment as to whether these activities are competitive in relation to the activities performed in the Bank, and indicating whether the candidate participates in a competitive entity as a partner in a civil law partnership, partnership, company or participates in a competitive legal entity as a member of its body;
- 8) a written statement of the candidate on an entry in the Register of Insolvent Debtors maintained under the Act on the National Court Register.
- 9) contact details of the candidate (telephone number, e-mail address).

Templates of the aforesaid statements are available on the Banks webpage at [www.pkobp.pl/investors](http://www.pkobp.pl/investors).

The company may take the necessary steps to identify the shareholder and verify his/her right to nominate a candidate to the Supervisory Board.

## **Information concerning the processing of the personal data of shareholders and shareholders' proxies**

On the basis of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC, hereinafter called the "Regulation", we hereby inform you that:

### **1. Data administrator**

The administrator of shareholder's or proxy's personal data is Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, with its registered office in Warsaw, address: ul. Puławska 15, 02-515 Warsaw, registered with the District Court for the Capital City of Warsaw in Warsaw, 13th Business Department of the National Court Register, with the reference number KRS 0000026438, NIP: 525-000-77-38, REGON: 016298263, share capital (capital paid up) PLN 1 250 000 000, call centre: 800 302 302, hereinafter called the "Bank".

### **2. Data Protection Inspector (IOD)**

At the Bank, a Data Protection Inspector has been appointed. Address: Data Protection Inspector, ul. Puławska 15, 02-515 Warsaw, e-mail address: iod@pkobp.pl. Data concerning the Data Protection Inspector is available on the Bank's website, in the tab "RODO".

### **3. Categories of personal data**

The Bank processes the following categories of shareholder's or proxy's personal data: identification data, address, contact details and the image.

### **4. Purpose of data processing and the legal basis**

Shareholder's or proxy's personal data may be processed for the following purposes:

- 1) organizing the General Meeting and enabling the entitled persons to exercise their voting rights at the Meeting on the basis of Article 6 section 1 letter c of the Regulation;
- 2) recording and broadcasting the General Meeting on the basis of Article 6 section 1 letter f of the Regulation as part of promoting the transparency of the Bank's operations and equal access to decisions and discussions at the General Meeting.

### **5. Provision of personal data**

The Bank may provide shareholder's or proxy's personal data to:

- 1) other shareholders in case of Bank's shareholder on the basis of Article 407 § 1 and § 11 of the Commercial Companies Code;
- 2) the Polish Financial Supervision Authority (the "PFSA") on the basis of Article 70 point 2 of the Act on public offerings and conditions governing the introduction of financial instruments to organized trading and on public companies;
- 3) an entity which processes personal data at the Bank's request and operates the voting process at the General Meeting.

Shareholder's or proxy's personal data in the form of an image, recorded during the General Meeting, will be made available as part of real-time broadcasting and the publication of the recording on the Bank's website.

#### **6. Storage period of personal data**

Shareholder's or proxy's personal data will be stored for a period of six years from the date of being received or recorded by the Bank.

#### **7. Your rights**

In connection with the processing of shareholder's or proxy's data by the Bank, shareholder or proxy shall have the following rights:

1. the right to access personal data;
2. the right to have personal data corrected;
3. the right to have personal data erased (the right to be forgotten);
4. the right to restriction of processing of personal data;
5. the right to object to the processing of personal data;
6. the right to lodge a complaint with the President of the Personal Data Protection Office in case of consideration that the processing of shareholder's or proxy's personal data infringes the provisions of Regulation.

#### **8. Data source**

Personal data may originate from:

- 1) the system of Krajowy Depozyt Papierów Wartościowych S.A. (Central Securities Depository of Poland) in case the Bank's shareholder;
- 2) the principal in the case of authorization of a shareholder's proxy.

#### **9. Requirement to provide data**

The provision of shareholder's or proxy's personal data is necessary for the purpose specified in point 4 above, for the preparation and submission, to the PFSA or another shareholder, a list of people entitled to participate in the Bank's General Meeting and the verification of a person's right to participate in the General Meeting.

#### **10. Automated decision-making, including profiling**

Shareholder's or proxy's personal data will not be processed by automated means, including profiling.