

**RESOLUTION No. /2025
of the Annual General Meeting of
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 13 June 2025**

**on the approval of the Policy regarding suitability assessment of candidates for members and
members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A.**

Acting pursuant to § 9(1)(18) of the Bank's Articles of Association, in connection with Article 22aa of the Act of 29 August 1997 Banking Law and in connection with § 2(2) of the Policy regarding suitability assessment of candidates for members and members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A., constituting an appendix to resolution No. 13/2024 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 28 June 2024 on the approval of the Policy regarding suitability assessment of candidates for members and members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A. (the Policy), the Annual General Meeting resolves as follows:

§ 1.

1. The Policy regarding suitability assessment of candidates for members and members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A. is approved in the wording constituting an appendix to this resolution, which replaces the Policy.
2. The Policy regarding suitability assessment of candidates for members and members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A., referred to in paragraph 1, shall enter into force on the day following the day of closing of the Annual General Meeting convened for 13 June 2025.

§ 2.

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

Rationale

**to the draft resolution on the approval of the Policy regarding suitability assessment of candidates for
members and members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A.**

According to the Policy regarding suitability assessment of candidates for members and members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A. (the Policy), the Supervisory Board reviews, develops and implements the Policy, monitors its effectiveness and recommends to the General Meeting of Shareholders the need and scope of changes to the Policy. Based on the recommendation of the Supervisory Board, the General Meeting of Shareholders approves the Policy and its amendments.

Taking the above into account, based on the recommendation of the Supervisory Board, contained in resolution No. 45/2025 of the Supervisory Board of 24 April 2025 on the adoption of the Report on the review of the Policy regarding suitability assessment of candidates for members and members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A., the following changes to the Policy are approved:

- clarification of the Policy provisions concerning the selection of Supervisory Board members in order to emphasise their consistency with the general principles contained in Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022 on improving the gender balance among directors of listed companies and related measures (the Directive), with regard to confirming the application of objective selection criteria and emphasising the need to ensure gender diversity in the body,
- clarification of the Policy provisions regarding gender diversity goals, i.e. the minimum level of gender diversity in the composition of the Bank's Supervisory Board and the planned deadline for achieving this goal, in connection with the provisions of the Directive and the draft law implementing the Directive into the Polish legal order,
- clarification of the Policy provisions regarding:
 - the consequences of finding a lack of suitability of a candidate for a member or a member of the Bank's Supervisory Board in terms of the assessment of guarantee (negative assessment in this respect results in not appointing the candidate, and in the case of members of the Bank's Supervisory Board – taking actions aimed at dismissing a member of the Bank's Supervisory Board), and
 - detailing the criteria taken into account when assessing the ability of a Board member to devote sufficient time to perform the assigned duties (i.e. clear indication in the Policy that the assessment also concerns the time commitment of the Bank's Supervisory Board members in performing duties, and not just the declaration of the ability to devote sufficient time),
- making housekeeping changes.

For legislative reasons, to maintain the clarity of the regulation, the changes to the Policy are recommended for implementation through the approval by the General Meeting of Shareholders of a new Policy, which will replace the Policy in its previous wording.

Therefore, this draft resolution has been presented for consideration by the Annual General Meeting.

At the same time, taking into account:

- the expected deadline for implementing the principles of the Directive into the Polish legal order and the ongoing legislative work on the draft law implementing the Directive (minimum gender diversity at the level closest to 33% in total in the Bank's bodies),
- the existing gender diversity goals in the Policy and the Best Practice for Warsaw Stock Exchange Listed Companies 2021 (minimum gender diversity at the level of 30% in each of the Bank's bodies)

it is advisable to pay particular attention to shaping the composition of the Bank's Supervisory Board in a way that enables achieving the minimum gender diversity indicators in the Bank's bodies.

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