

**RESOLUTION No. /2022
of the Annual General Meeting of
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 12 May 2022**

**amending Resolution No. 34/2020 of the Annual General Meeting of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna of 26 August 2020 on the approval of the Policy concerning the
assessment of the suitability of candidates for members and the members of the Supervisory Board of
Powszechna Kasa Oszczędności Bank Polski S.A. (as amended)**

Acting on the basis of § 9 (1) (18) of the Bank's Articles of Association, in conjunction with Article 22aa of the Act of 29 August 1997 – the Banking Law and in conjunction with § 2 (2) of the Policy concerning the assessment of the suitability of candidates for members and the members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A., constituting an appendix to Resolution No. 34/2020 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 26 August 2020 on the approval of the Policy concerning the assessment of the suitability of candidates for members and the members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A., amended by Resolution No. 34/2021 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 7 June 2021, the Annual General Meeting adopts the as following:

§ 1.

Resolution No. 34/2020 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 26 August 2020 on the approval of the Policy concerning the assessment of the suitability of candidates for members and the members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A., amended by Resolution No. 34/2021 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 7 June 2021 (the Resolution) shall be amended in such a manner that the appendix to the Resolution shall read as worded in the appendix to this resolution.

§ 2.

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

Rationale

**to the draft resolution amending Resolution No. 34/2020 of the Annual General Meeting of
Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 26 August 2020 on the approval of the
Policy concerning the assessment of the suitability of candidates for members and the members of the
Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A. (as amended)**

According to the Policy concerning the assessment of the suitability of candidates for members and the members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A. (the Policy), adopted in 2020 and amended in 2021, the Supervisory Board reviews the preparation and implementation of the

Policy, monitors its effectiveness and recommends the needs for and the scope of amendments to the Policy to the General Meeting. Based on the Supervisory Board's recommendations, the General Meeting amends the Policy.

In view of the above, due to the issuance of the revised joint guidelines on the assessment of the suitability of members of the management body and key function holders by the European Banking Authority and the European Securities and Markets Authority (EBA/GL/2021/06, ESMA35-36-2319), which entered into force on 31 December 2021, it is recommended that amendments to the Policy are adopted, including, among other things:

- emphasizing, in accordance with the aforementioned guidelines:
 - the need to possess knowledge, skills and experience in aspects enabling the exercise of oversight of the activities of the Bank's Management Board as regards the risk of money laundering or terrorism financing, ESG risk (environmental risk, corporate governance risk and social risk) and managing the impact of ESG risk factors on the entity's activities;
 - the significance of the Bank's ongoing monitoring of situations which may potentially and materially affect the assessment of the individual suitability of a Supervisory Board Member (SBM) or the collective assessment of the Supervisory Board to date, primarily in aspects related to the SBM undertaking a new function or the disclosure of circumstances indicating a possibility that the crime of money laundering or terrorism financing has been committed;
 - the need for the SBM to demonstrate high ethical standards;
- specifying in detail, in accordance with the aforementioned guidelines, the SBM's expected minimum commitment to the fulfilment of the duties entrusted, including the possibility of performing duties with a higher level of time commitment, in periods of particularly increased activity, such as, among other things, restructuring, a relocation of the institution, an acquisition, a merger, a takeover or a crisis situation.

Therefore, a draft of this resolution is presented for consideration by the Annual General Meeting.

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