

**FORM**  
**for a proxy to exercise the right to vote**  
**at the Annual General Meeting of PKO Bank Polski S.A.**  
**to be held on 25 June 2015**

*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 Annual 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 Annual 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.*

Details of the Client - Shareholder:

name/surname/business name ..... address of  
residence/registered office .....PESEL (personal  
identification no.)/REGON (business identification  
no.)..... ID card no./National Court Register no.  
.....

I/We, the undersigned ..... authorised to take part in the Ordinary General Meeting of PKO Bank Polski SA on ..... (hereinafter the Meeting or General Meeting), on the basis of a certificate of the right to participate in the General Meeting, issued by ..... on ....., number .....

represented by:

**Details of the Proxy:**

name/surname/business name ..... address of  
residence/registered office .....PESEL (personal  
identification no.)/REGON (business identification  
no.)..... ID card no./National Court Register no.  
.....

on the basis of the forms below, issue an instruction to the proxy on each resolution expected to be adopted in accordance with the agenda stated in the announcement on convening the General Meeting.

Individual matters are voted on by placing an "X" in the appropriate box.

.....  
date and signature of Shareholder

1. **Election of the Chairman of the Annual General Meeting:**

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**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 .....

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: .....  
.....

**2. Approving the PKO Bank Polski S.A. Directors' Report for the year 2014;**

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No.    /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on approving PKO Bank Polski S.A. Directors' Report for the year 2014**

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

§ 1.

The PKO Bank Polski S.A. Directors' Report for the year 2014 is approved.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

.....

**3. Approving the financial statements of PKO Bank Polski S.A. for the year ended 31 December 2014;**

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on approving the financial statements of PKO Bank Polski S.A. for the year ended 31 December 2014**

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 2014, composed of:

- 1) the profit and loss account for the period from 1 January 2014 to 31 December 2014, reporting a net profit in the amount of PLN 3 079 471k;
- 2) statement of comprehensive income;
- 3) statement of financial position as of 31 December 2014, reporting assets and total liabilities and equity amounting to PLN 243 760 527k;
- 4) statement of changes in equity;
- 5) statement of cash flow, showing an increase in net cash in the period between 1 January 2014 and 31 December 2014 by PLN 5 408 078k.
- 6) notes to the financial statements.

**§ 2.**

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....  
.....

**4. Approving the PKO Bank Polski S.A. Group Directors' Report for the year 2014:**

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No.    /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on approving the PKO Bank Polski SA Group Directors' Report for the year 2014**

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 2014.

**§ 2.**

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....  
.....

**5. Approving the consolidated financial statements of PKO Bank Polski S.A. Group for the year ended 31 December 2014;**

Instruction for the Proxy to vote on the resolution:

**Resolution No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on approving the consolidated financial statements of the PKO Bank Polski S.A. Group for the year ended 31 December 2014**

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 2014, composed of:

- 1) consolidated profit and loss account for the period from 1 January 2014 to 31 December 2014, reporting a net profit in the amount of PLN 3 254 122k;
- 2) consolidated total income statements;
- 3) consolidated statements of financial position as of 31 December 2014, reporting assets and total liabilities and equity amounting to PLN 248 700 589k;
- 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 2014 and 31 December 2014 by PLN 5 370 116k.;
- 6) notes to the consolidated financial statements.

**§ 2.**

This resolution shall 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 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 2014;**

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No.    /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on approving the report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2014**

The Annual General Meeting adopts the following:

**§ 1.**

The report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2014 is hereby approved.

**§ 2.**

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

**7. Distribution of the profit earned by PKO Bank Polski SA in 2014 and the unappropriated profit of previous years;**

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on distribution of the profit earned by PKO Bank Polski S.A. in 2014 and unappropriated profit of previous years**

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

**§ 1.**

Net profit of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of the period from 1 January 2014 till 31 December 2014 in an amount of PLN 3 079 471k and unappropriated profit of previous years in an amount of PLN 132 793k, in the total amount of PLN 3 212 264k will be appropriated in the following way:

- |  |             |
|--|-------------|
| 1) reserve capital in an amount of PLN | 1 900 000k; |
| 2) other reserves in an amount of PLN  | 62 264k.    |

The remaining part of the profit in the amount of PLN 1 250 000k stays unappropriated.

**§ 2.**

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

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. Granting a vote of acceptance to the members of the Management Board for 2014;**

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No.    /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the  
Management Board for 2014**

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 2014.

**§ 2.**

This resolution shall 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 voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder: .....  
.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the  
Management Board for 2014**

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

§ 1.

Mr Piotr Alicki, Vice-President of the Management Board, is hereby granted a vote of  
acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder: .....  
.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the  
Management Board for 2014**

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

§ 1.

Mr Bartosz Drabikowski, Vice-President of the Management Board, is hereby granted a  
vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....  
.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No.    /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the  
Management Board for 2014**

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 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2014**

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

§ 1.

Mr Jarosław Myjak, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection YES NO  
Other instructions of the Shareholder: .....  
.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2014**

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

§ 1.

Mr Jacek Obłąkowski, Vice-President of the Management Board is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....  
.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the  
Management Board for 2014**

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 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

9. Granting a vote of acceptance to the members of the Supervisory Board for 2014;

Instruction for the Proxy to vote on the resolution:

RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

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

§ 1.

Mr Jerzy Góra, the Chairman of the Supervisory Board from 26 June 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder: .....  
.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No.    /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014**

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

§ 1.

Mr Tomasz Zganiacz, Vice- Chairman of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No.    /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014**

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

§ 1.

Mr Mirosław Czekaj, Secretary of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014**

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

§ 1.

Ms Mirosława Boryczka, member of the Supervisory Board from 26 June 2014, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....  
.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No.    /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014**

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

§ 1.

Ms Zofia Dzik, member of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014**

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

§ 1.

Mr Jarosław Klimont, member of the Supervisory Board from 26 June 2014 is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder: .....  
.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No.    /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014**

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

§ 1.

Mr Piotr Marczak, member of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No.    /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014**

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

§ 1.

Ms Elżbita Mączyńska - Ziemacka, member of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No.    /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014**

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

§ 1.

Mr Marek Mroczkowski, member of the Supervisory Board is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No.    /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014**

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

§ 1.

Mr Cezary Banasiński, President of the Supervisory Board till 26 June 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No.    /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014**

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

§ 1.

Mr Ryszard Wierzba, member of the Supervisory Board till 26 June 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....  
.....

**10. Granting a vote of acceptance to the members of the management board of taken over company Nordea Bank Polska S.A. for the year 2014;**

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the management board of taken over company Nordea Bank Polska S.A. for 2014**

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

**§ 1.**

Mr Sławomir Żygowski, President of the Management Board of Nordea Bank Polska S.A. till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

**§ 2.**

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No.    /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the management board of taken over company Nordea Bank Polska S.A. for 2014**

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Jacek Kalisz, Vice-President of the Management Board of Nordea Bank Polska S.A. till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No.    /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the management board of taken over company Nordea Bank Polska S.A. for 2014**

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Bohdan Tillack, Vice-President of the Management Board of Nordea Bank Polska S.A. till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the management board of taken over company Nordea Bank Polska S.A. for 2014**

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Ms Agnieszka Domaradzka, First Vice-President of the Management Board of Nordea Bank Polska S.A. till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

11. Granting a vote of acceptance to the members of the supervisory board of taken over company Nordea Bank Polska S.A. for the year 2014;

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014**

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Wojciech Rybowski, the member of the Supervisory Board of Nordea Bank Polska S.A. till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014**

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Marek Głuchowski, the member of the Supervisory Board of Nordea Bank Polska S.A. till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014**

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Zbigniew Jagiełło, the member of the Supervisory Board of Nordea Bank Polska S.A. from 2 April 2014 till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014**

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Jakub Papierski, the member of the Supervisory Board of Nordea Bank Polska S.A. from 2 April 2014 till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014**

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Bartosz Drabikowski, the member of the Supervisory Board of Nordea Bank Polska S.A. from 2 April 2014 till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014**

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Piotr Alicki, the member of the Supervisory Board of Nordea Bank Polska S.A. from 2 April 2014 till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014**

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Jarosław Orlikowski, the member of the Supervisory Board of Nordea Bank Polska S.A. from 2 April 2014 till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014**

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Paweł Borys, the member of the Supervisory Board of Nordea Bank Polska S.A. from 2 April 2014 till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No.    /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014**

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Ossi Leikola, the member of the Supervisory Board of Nordea Bank Polska S.A. till 2 April 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014**

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Rauno Olavi Paivinen, the member of the Supervisory Board of Nordea Bank Polska S.A. till 2 April 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No.    /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014**

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Maciej Dobrzyniecki, the member of the Supervisory Board of Nordea Bank Polska S.A. till 2 April 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No.    /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014**

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Esa Tuomi, the member of the Supervisory Board of Nordea Bank Polska S.A. till 2 April 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014**

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Eugeniusz Kwiatkowski, the member of the Supervisory Board of Nordea Bank Polska S.A. till 2 April 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No.    /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014**

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Jacek Wańkowicz, the member of the Supervisory Board of Nordea Bank Polska S.A. till 2 April 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014**

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Valdis Siksnis, the member of the Supervisory Board of Nordea Bank Polska S.A. till 2 April 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No.    /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014**

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Absjorn Hoyheim, the member of the Supervisory Board of Nordea Bank Polska S.A. till 2 April 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014**

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Ms Emilia Osewska - Mądry, the member of the Supervisory Board of Nordea Bank Polska S.A. till 2 April 2014, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2014.

§ 2.

This resolution shall 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 voting AGAINST, I raise an objection    YES    NO

Other instructions of the Shareholder: .....

15. Adoption for use of the 'Principles of corporate governance for supervised institutions'

Instruction for the Proxy to vote on the resolution:

**RESOLUTION no.    /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**regarding adoption for use of the 'Principles of corporate governance for supervised institutions'**

Acting pursuant to Article 395 § 5 of the Commercial Companies Code, the Annual General Meeting hereby resolves as follows:

§ 1.

The General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna hereby declares that while acting in the exercise of its competences the General Meeting will be guided by the 'Principles of corporate governance for supervised institutions' in the version annexed to this resolution, subject to § 2.

§ 2.

The General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna will not follow the rule specified in sub-§ 8.4 of the 'Principles of corporate governance for supervised institutions', which provides for the possibility of electronic participation of shareholders in meetings of a governing body.

§ 3.

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

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: .....

16. Amendments to the Articles of Association of PKO Bank Polski S.A.

Instruction for the Proxy to vote on the resolution:

RESOLUTION no. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015

on amendments to the Articles of Association of Powszechna Kasa Oszczędności Bank Polski S.A.

Acting pursuant to Article 430 § 1 of the Commercial Companies Code, the Annual General Meeting hereby resolves as follows:

§ 1.

The Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall be amended as follows:

1) sub-§ 1.1 shall receive the following wording:

“1. Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, further in the Articles of Association referred to as the ‘**Bank**’, is a bank that conducts its activities pursuant to generally applicable laws, best practices adopted by the Bank for application and this Articles of Association, at preservation of the Bank’s national character.”;

2) sub-§ 4.1 point 9 shall receive the following wording:

“9) provision of the following payment services:

- a) acceptance of cash payments to and cash disbursements from payment accounts, and all actions required for operating accounts;
- b) execution of payment transactions, including the transfer of funds to payment accounts of user suppliers or other suppliers:

- through provision of direct debit services, including one-off direct debits,
  - with the use of payment cards or similar payment instruments,
  - through provision of payment order services, including standing orders;
- c) execution of payment transactions specified in letter ‘b’, through allocation of funds made available to users through loans;
- d) issuance of payment instruments;
- e) enabling execution of payment transactions initiated by the merchant or through their intermediation with employment of the payee’s payment instrument, in particular through servicing authorisations, transfer to payment card issuers or payment systems of the payees’ or merchants’ payment orders, for the purpose of the funds owed to the merchant;
- f) provision of money transfer services,”
- 3) in sub-§ 4.1 point 12, the word “instrument” is deleted,
- 4) in sub-§ 4.1 point 13, before the word “activities” the word “commissioned” will be added,
- 5) in sub-§ 4.2, point 5 is deleted,
- 6) in sub-§ 9.1 point 6, the full stop is replaced with a comma and point 7 is added, with the following wording:
- “7) assessment whether the compensation policy followed by the Bank is conducive to its development and operational safety.”,
- 7) in sub-§ 15.1 point 12, letter ‘e’ is deleted,
- 8) in sub-§ 15.1 point 13, the full stop is replaced with a comma and points 14 – 16 are added, with the following wording:
- “14) assessment of the compensation policy followed by the Bank and presentation of a report on the subject to the General Meeting,
- 15) opinions on the ‘Principles of corporate governance for supervised institutions’ followed by the Bank,

- 16) arising from the resolutions and recommendations of the financial supervision authority applied by the Bank.”,
- 9) in sub-§ 17.4, the first sentence shall receive the following wording:  
“The Supervisory Board can adopt resolutions in writing (by circulation) or with employment of direct remote communication, with the exception resolution on matters referred to in sub-§ 15.1 points 1-3, 5 and 7-9 and resolutions adopted by secret ballot.”,
- 10) sub-§ 17a.1 shall receive the following wording:  
“1. The Supervisory Board shall appoint from among its members the Audit Committee and the Remuneration Committee. The Supervisory Board may also appoint other committees from among its members.”,
- 11) § 21 shall receive the following wording:

**“§ 21**

1. The following will be authorised to submit statements of intent on behalf of the Bank:
- 1) President of the Management Board independently,
  - 2) two Management Board members jointly or one Management Board member together with a proxy,
  - 3) two proxies acting jointly,
  - 4) proxies acting independently or jointly within the limits of authorisation granted to them.
2. The Bank shall grant joint powers of attorney which will authorise acting together with another proxy or Management Board member.”,

- 12) § 25 shall receive the following wording:

**“§ 25**

1. The decisions and internal regulations of the Bank on matters:
- 1) within the competence of the General Meeting – are issued in the form of resolutions of the General Meeting adopted in accordance with the relevant provisions of law, the Articles of Association and the Rules and Regulations of the General Meeting,
  - 2) within the competence of the Supervisory Board – are issued in the form of resolutions the Supervisory Board adopted in accordance with

the relevant provisions of law, the Memorandum of Association and the Rules and Regulations of the Supervisory Board,

3) within the competence of the Management Board:

- a) requiring in accordance with the law, the Articles of Association or the Rules and Regulations of the Management Board the collegiate action the Management Board – are issued in the form of resolutions of the Management Board adopted in accordance with the relevant provisions of law, the Articles of Association and the Rules and Regulations of the Management Board,
- b) not requiring a resolution of the Management Board and which in accordance with the Articles of Association and the Rules and Regulations of the Management Board fall into the competence of the President of the Management Board – are issued in the form of an order,
- c) not requiring a resolution of the Management Board and which in accordance with the Articles of Association, the Rules and Regulations of the Management Board and an order of the President of the Management Board and transferred into the competence of respective Management Board members – are issued in the form of decisions or the relevant members of the Management Board,
- d) in matters other than those provided under letters a-c above – are issued by persons or competent bodies, in keeping with relevant resolutions of the Management Board.

2. The detailed procedures for issuing the Bank's internal regulations on the matters referred to in § 25.1 point 3 shall be determined by resolution of the Management Board and separate internal regulations issued on the basis of relevant resolutions.”,

13) sub-§ 26.6 shall receive the following wording:

“6. The internal audit unit and the compliance unit shall be independent, and report directly to the President of the Management Board.”,

14) sub-§ 26.7 shall receive the following wording:

“7. Appointment and dismissal of the internal audit unit director and the compliance unit director will require prior approval of the Supervisory Board.”.

§ 2.

The Supervisory Board is hereby authorised to prepare the uniform text of the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, that would take into account the changes referred to in § 1 of this resolution.

§ 3.

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

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: .....

**17. Approval of amendments to the Rules and Regulations of the Supervisory Board**

Instruction for the Proxy to vote on the resolution:

**RESOLUTION no. /2015  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 25 June 2015**

**on approval of amendments to the Rules and Regulations of the Supervisory Board**

Pursuant to § 9.1 point 2 of the Bank's Articles of Association, the following is hereby resolved:

**§ 1.**

The amendments to the Rules and Regulations of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Supervisory Board introduced by way of the Bank Supervisory Board Resolution No. 57/2014 of 17 December 2014 are hereby approved.

**§ 2.**

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

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: .....