

# Agenda of the Annual General Meeting convened on 26 June 2014 including changes requested by the State Treasury

- 1) opening the Annual General Meeting,
- 2) electing the Chairman of the Annual General Meeting,
- 3) acknowledging the correct convention of the Annual General Meeting and its authority to adopt binding resolutions,
- 4) adopting an agenda,
- 5) considering the PKO Bank Polski SA Directors' Report for the year 2013, considering financial statements of PKO Bank Polski SA for the year ended 31 December 2013 and a motion of the Management Board regarding the distribution of the profit earned by PKO Bank Polski SA in 2013 and coverage of unappropriated loss of previous years,
- 6) considering the PKO Bank Polski SA Group Directors' Report for the year 2013 and considering consolidated financial statements of the PKO Bank Polski SA Group for the year ended 31 December 2013,
- 7) considering an Supervisory Board report of Powszechna Kasa Oszczędności Bank Polski Spółki Akcyjna concluding an assessment of: the financial statements of PKO Bank Polski SA for the year ended 31 December 2013, the PKO Bank Polski SA Directors' Report for the year 2013, the motion of the Management Board regarding the distribution of the profit earned by PKO Bank Polski SA in 2013 and coverage of unappropriated loss of previous years, and a Supervisory Board's report on its activities as a corporate body in 2013,
- 8) adopting resolutions on the following matters:
  - a) approving the PKO Bank Polski SA Directors' Report for the year 2013,
  - b) approving the financial statements of PKO Bank Polski SA for the year ended 31 December 2013,
  - c) approving the PKO Bank Polski SA Group Directors' Report for the year 2013,
  - d) approving the consolidated financial statements of PKO Bank Polski SA Group for the year ended 31 December 2013,
  - e) approving the report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółki Akcyjna for 2013,

- f) distribution of the profit earned by PKO Bank Polski SA in 2013 and coverage of unappropriated loss of previous years,
- g) defining the amount of dividend per each share, dividend day and the day of its payment,
- h) granting the vote of acceptance to the performance of duties by members of the Management Board for 2013,
- i) granting the vote of acceptance to the performance of duties by members of the Supervisory Board for 2013,
- 9) adopting the resolutions on dismissal from the composition of the Supervisory Board,
- 10) adopting the resolutions on appointment to the composition of the Supervisory Board,
- 11) adopting a resolution on amendment of resolution No. 36/2010 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 25 June 2010 on adoption of the rules of remuneration of members of the Supervisory Board of the Bank,
- 12) adopting a resolution concerning a merger of PKO Bank Polski SA and Nordea Bank Polska SA,
- 13) adopting a resolution concerning amendments to the Articles of Association of PKO Bank Polski SA in connection with the merger of PKO Bank Polski SA and Nordea Bank Polska SA,
- 14) adopting resolutions concerning amendments to the Articles of Association of PKO Bank Polski SA unrelated to the merger of PKO Bank Polski SA and Nordea Bank Polska SA,
- 15) presenting a report of the Supervisory Board on a process of disposing of training and recreation centers,
- 16) closing the meeting.