

**RESOLUTION No. /2013
of the Ordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 20 June 2013**

on the distribution of the profit earned by the PKO Bank Polski SA in 2012 and unappropriated profits

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

§ 1.

The net profit earned by Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna in the period between 1 January 2012 and 31 December 2012 that amounts to PLN 3,592,617,000 and unappropriated profits that amounts to 88,533,000 shall be distributed in the following manner:

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|----------------------------------------------------|--------------------|
| 1) dividends for the shareholders in the amount of | PLN 2,250,000,000; |
| 2) the reserve capital in the amount of | PLN 1,400,000,000; |
| 3) the other reserves in the amount of | PLN 31,150,000. |

§ 2.

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

EXPLANATION

to the draft resolution on the distribution of the profit earned by PKO Bank Polski SA in 2012 and unappropriated profits

Pursuant to the provisions of the Commercial Companies Code, the Ordinary General Meeting decides on the distribution of the net profit. It is proposed that the net profit earned from 1 January to 31 December 2012 and unappropriated profits be distributed in the manner specified in the draft resolution of the Ordinary General Meeting.

1. In respect of the **dividend** for shareholders, it is proposed to allocate the amount of **PLN 2,250,000,000**, that is, 61.12 per cent of the net profit for 2012 and unappropriated profits (PLN 1.80 gross per share).

The proposed dividend level is consistent with the dividend policy announced by the Management Board and the Supervisory Board, which assumes stable payments out of profit for shareholders over the long term in the amount of surplus capital above the accepted minimum capital adequacy ratios. Payment of the dividend in the proposed amount will enable the level of capital adequacy to be maintained at a safe level, in accordance with PFSA recommendations, and will guarantee that PKO Bank Polski's lending activity grows. The dividend policy of the Bank is compliant with the general recommendations of the Polish Financial Supervision Authority addressed to CEOs of banks regarding payment of dividends from profit for 2012.

2. In the case of **reserve capital**:
 - 1) an appropriation from net profit in the amount of **PLN 1,400,000,000**, that is, 38,03 per cent of the profit for 2012 and unappropriated profits distributed is proposed,
 - 2) the high share of the appropriations for reserve capital results from that capital's key role in the case of a balance sheet loss,
 - 3) in accordance with the provisions of the Bank's Statute and the Commercial Partnerships and Companies Code, reserve capital is the main source for covering any losses, and only after it has been exhausted can other capitals be used.

After distribution, the reserve capital will increase from PLN 15,198,111,000 to the amount of **PLN 16,598,111,000**.

3. In the case of **other reserves**:

It is proposed to make an appropriation from net profit in the amount of **PLN 31,150,000**. It must be taken account of in the distribution of profit every year, because the provisions of the Bank's Statute obliged PKO Bank Polski SA to appropriations to other reserves from the profit achieved in each reporting year.

Given that other reserves serve to cover particular losses or expenditures (§ 30 item 2 of the Statute), it is proposed an appropriation in the amount of 0.85 per cent of net profit and unappropriated profits distributed since, the level of other reserves at PKO Bank Polski SA are sufficient with regard to the purposes for which it may be allocated.

After distribution, the other reserves will increase from PLN 3,385,743,000 to the amount of **PLN 3,416,893,000**.

The Supervisory Board gave positive opinion on the above draft resolution.