

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

**on the amendments to the Articles of Association of  
Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

Acting on the basis of Article 430 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

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

1) § 30 of the Bank's Articles of Association item 1 shall read as follows:

"1. Irrespective of the supplementary capital, a reserve capital shall be created for offsetting potential accounting losses or for other purposes, in particular for the payment of a dividend, an interim dividend or the purchase of the own shares by the Bank in accordance with § 7, section 4."

2) in § 34a of the Bank's Articles of Association, the third sentence shall read as follows:

"An advance towards a dividend may amount to no more than half of the Bank's profit earned since the end of the previous financial year, as reported in the financial statements audited by a registered auditor, plus the reserve capital earmarked for the payment of an interim dividend and less unabsorbed losses and the own shares."

§ 2.

The Supervisory Board shall be authorized to draw up the consolidated text of the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna incorporating the amendments referred to in § 1 of this resolution.

§ 3.

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

## **Rationale**

### **to the draft resolution on the amendments to the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

According to Article 349 § 1 of the Commercial Companies Code, the articles of association may authorize the management board to pay the shareholders an advance towards the expected dividend as at the end of a financial year if the company has sufficient funds for the payment. The payment of an advance requires the consent of the Supervisory Board. According to Article 349 § 2 of the Commercial Companies Code, the company may pay an advance towards the expected dividend if its approved financial statements for the previous financial year shows a profit. The advance may amount to no more than half of the Bank's profit earned from the end of the previous financial year, as reported in the financial statements audited by a registered auditor (audited and not just reviewed), plus the reserve capital created from profit, which the management board may use to pay advances, and less unabsorbed losses and the own shares.

Whereas according to Article 396 § 4 and 5 of the Commercial Companies Code, the articles of association may provide for creating other equity items for offsetting specific losses or expenses (the reserve capital). Decisions about the utilization of the reserve capital shall be made by the general meeting.

The current wording of § 30 item 1 of the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna does not provide for the possibility of creating reserve capital for the payment of an interim dividend or a dividend. Furthermore, the provisions of the Commercial Companies Code do not provide for the possibility of using the supplementary capital for the payment of an interim dividend.

Due to the above, amendments to the provisions of § 30 item 1 and § 34a of the Articles of Association have been suggested so as to enable earmarking the reserve capital for the payment of an interim dividend.

### **Citation of the currently applicable provisions and the drafted amendments**

The current wording of § 30 item 1:

“1. Irrespective of the supplementary capital, a reserve capital shall be created for offsetting potential accounting losses or the purchase of the own shares by the Bank in accordance with § 7, section 4.”

Drafted amendments to § 30 item 1:

“1. Irrespective of the supplementary capital, a reserve capital shall be created for offsetting potential accounting losses or for other purposes, in particular for the payment of a dividend, an interim dividend or the purchase of the own shares by the Bank in accordance with § 7, section 4.”

The current wording of § 34a, the third sentence:

“An advance towards a dividend may amount to no more than half of the Bank’s profit earned since the end of the previous financial year, as reported in the financial statements audited by a registered auditor, less unabsorbed losses and the own shares.”

Drafted amendments to § 34a, the third sentence:

“An advance towards a dividend may amount to no more than half of the Bank’s profit earned since the end of the previous financial year, as reported in the financial statements audited by a registered auditor, plus the reserve capital earmarked for the payment of an interim dividend and less unabsorbed losses and the own shares.”

The draft resolution has received the positive opinion of the Supervisory Board