

RESOLUTION No. /2016  
of the Annual General Meeting  
of Powszechna Kasa Oszczędności  
Bank Polski Spółka Akcyjna  
of 30 June 2016

on distribution of the profit earned by PKO Bank Polski S.A. in 2015 and unappropriated profit of previous years

Acting pursuant to Article 395 § 2 point 2 and Article 348 § 3 of the Commercial Companies Code, the Annual General Meeting hereby adopts the following:

§ 1.

1. Subject to section 2, net profit of PKO Bank Polski S.A. of the period from 1 January 2015 till 31 December 2015 in an amount of PLN 2 571 142k and unappropriated profit of previous years in an amount of PLN 1 250 000k, in the total amount of PLN 3 821 142k will be appropriated in the following way:

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|---|-------------|
| 1) dividends for the shareholders PLN         | 1 250 000k, |
| 2) supplementary capital in the amount of PLN | 2 500 000k, |
| 3) reserve capital in an amount of PLN        | 71 142k.    |

2. The distribution of profit in the manner specified in section 1 is subject to the following conditions being fulfilled not later than on 8 December 2016 (inclusive) the following conditions will be jointly fulfilled:

- 1) PKO Bank Polski S.A. shall not take over control of a bank or other entity of the financial sector by a direct or indirect acquisition of a block of shares and shall not acquire a right or incur an obligation to take over control in the manner specified above, and
- 2) There shall not occur any regulatory changes or changes of the supervisory recommendations affecting the requirements for own funds of PKO Bank Polski S.A. shall not occur, that – according to the level of capital adequacy ratios recognised in the financial statements of PKO Bank Polski S.A. for Q3 2016 – would cause a lack of possibility to pay dividend in accordance with the regulatory requirements and supervisory recommendations (the fulfilment of

both conditions is hereinafter jointly referred to as the "Fulfilment of the Dividend Conditions").

## § 2.

If there is no Fulfilment of the Dividend Conditions, net profit of PKO Bank Polski S.A. of the period from 1 January 2015 till 31 December 2015 in an amount of PLN 2 571 142k and unappropriated profit of previous years in an amount of PLN 1 250 000k, in the total amount of PLN 3 821 142k will be appropriated in the following way:

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| 1) for supplementary capital in an amount of PLN | 3 750 000k, |
| 2) for reserve capital in an amount of PLN       | 71 142k.    |

## § 3.

1. The Management Board of the Bank is obliged to adopt a resolution on the establishment of the Fulfilment of the Dividend Conditions or the lack of the Fulfilment the Dividend Conditions not later than 9 December 2016 (inclusive).
2. Information on the resolution of the Management Board, referred to in section 1, shall be announced by the Bank to public in the form of a current report.

## § 4.

Provided that the Dividend Conditions are Fulfilled:

- 1) The dividend record date is set for 30 September 2016.
- 2) PKO Bank Polski S.A. in 2016 shall pay dividend of net profit for 2015 in an amount of PLN gross 1.00 per one share;
- 3) The dividend shall be paid on 20 December 2016;
- 4) The dividend may be paid in the form of:
  - a) transfer to the cash account used for the handling of securities account – if the shares are recorded on the securities account (investment account), or
  - b) transfer to the bank account indicated by the shareholder or in cash – if the shareholder does not hold a cash account used for the handling of securities account.

## § 5.

The Resolution shall come into force on the date of its adoption.

### **Rationale**

**to the draft resolution on distribution of the profit earned by PKO Bank Polski S.A. in 2015 and unappropriated profit of previous years**

1. In compliance with the provisions of the Commercial Companies Code, distribution of net profit is the prerogative of the Annual General Meeting. Following the recommendation of the Polish Financial Supervision Authority relating to the expected level of the solvency ratio, net profit of the Bank of the period from 1 January 2015 till 31 December 2015 (in an amount of PLN 2 571 142k) and unappropriated profit of previous years (in an amount of PLN 1 250 000k), in the total amount of PLN 3 821 142k, would be appropriated in a manner specified in the draft resolution of the Annual General Meeting.
2. The draft resolution aims to make the manner of distribution of the profit earned in 2015 dependent upon potential factors influencing the capital needs of the Bank. They include possible activity of the Bank relating to a potential engagement in the processes of acquisition of entities operating in the banking sector or other entities of the financial sector, as well as external factors relating to possible regulatory changes or supervisory recommendations, influencing the requirements for the Bank's own funds.
3. The dates specified for the fulfilment of the conditions provided for in the resolution were set in a manner that allows the Bank to carry out the necessary analysis, as well as with taking into account possible time limits for announcement of new supervisory requirements for own funds, and allowing determination of their impact on the levels of capital adequacy ratios recognised in the financial statements of PKO Bank Polski S.A. for Q3 2016, which is necessary in order to establish the Fulfilment of the Dividend Conditions (as defined in the draft resolution), or a lack thereof.
4. If the Dividend Conditions are fulfilled, it is necessary to determine the conditions of dividend payment. Pursuant to Article 348 § 3 of the Commercial Companies Code, the ordinary general meeting of the public company shall establish the dividend record date and the dividend payment date. The dividend record date may be set for the date of adoption of resolution or in a period of the consecutive three months, counting from that day. In accordance with the above, 30 September 2016 was suggested as the dividend record date in the draft resolution.

5. Taking into account that enabling the Bank to establish the Fulfilment of the Dividend Conditions requires indicating the latest date of its establishment as at the day falling after the last possible dividend record date in accordance with the Commercial Companies Code, the adoption of the resolution in the proposed wording means one-off withdrawal by the Bank from the application of the rule expressed in point IV.Z.17 of the Best Practice of GPW-listed Companies 2016 (the “Best Practice”).
6. In accordance with the Best Practice, the dividend record date and the dividend payment date should be set so as to ensure that the period between them is no longer than 15 business days. A longer period between these dates requires a justification (point IV.Z.16 of the Best Practice). The draft resolution suggested 9 December 2016 as the latest date, on which the fulfilment or a failure to fulfil the dividend conditions shall be established. The above determines the indication of the dividend payment date. The dividend payment date may not be earlier than the date which will be reliable for the verification of the fulfilment or non-fulfilment of the conditions on which the payment depends. Having that in mind, the dividend payment date was set for 20 December 2016. This means the establishment of a period longer than 15 days between the dividend record date and its payment date, and the justification for such a solution was presented above in connection with the construction of the dividend conditions and the verification of their fulfilment or a failure to fulfil.

Due to the above, this draft resolution is submitted for consideration of the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.