

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

on expressing an opinion regarding the “Report on the remuneration of the members of the Management Board and the Supervisory Board of PKO Bank Polski S.A. for the year 2021”

Acting pursuant to Article 90g (6) of the Act on public offering and conditions governing the introduction of financial instruments to organized trading, and public companies of 29 July 2005, the Annual General Meeting adopts the following:

§ 1.

The “Report on the remuneration of the members of the Management Board and the Supervisory Board of PKO Bank Polski S.A. for the year 2021” prepared by the Supervisory Board is given a positive opinion, without any additional comments or reservations.

§ 2.

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

Rationale

to the draft resolution on the opinion on the “Report on the remuneration of the members of the Management Board and the Supervisory Board of PKO Bank Polski S.A. for the year 2021”

The Act of 29 July 2005 on public offering and conditions governing the introduction of financial instruments to organized trading and public companies, (the “Act on public offering”) requires public companies to prepare and publish annual reports on the remuneration of the members of the management board and the supervisory board. This act stipulates that the general meeting shall adopt a resolution expressing an opinion on the remuneration report. The resolution is advisory in nature.

The “Report on the remuneration of the members of the Management Board and the Supervisory Board of PKO Bank Polski S.A. for the year 2021”, which is the subject of the opinion expressed in the resolution of the Annual General Meeting, is the second report prepared in accordance with the regulations on remuneration in public companies, pursuant to Article 90g of the Act on public offering. It provides a comprehensive overview of remuneration in the financial year 2021, including all benefits, regardless of their form, received or due to individual members of the Management Board and Supervisory Board in accordance with Powszechna Kasa Oszczędności Bank Polski S.A.’s remuneration policy. The members of the Supervisory Board are responsible for the information contained in the report.

In view of the completeness and compliance of the “Report on the remuneration of the members of the Management Board and the Supervisory Board of PKO Bank Polski S.A. for the year 2021” with the requirements of the Act on public offering, as confirmed by the auditor’s opinion prepared pursuant to Article 90g (10) of the Act on public offering, the Annual General Meeting should adopt a resolution giving a positive opinion on its content without any additional comments or reservations with respect to the report under review.

The project of the resolution has received the positive opinion of the Supervisory Board.