

FORM
for a proxy to exercise the right to vote
at the Annual General Meeting of PKO Bank Polski SA
to be held on 26 June 2014

The form enables voting instructions to be granted to the proxy. A shareholder is not obliged to make use of this form and neither is using it a precondition for a proxy to cast a vote. Using this form depends on the mutual arrangements made between the proxy and the shareholder with regard to that. This document does not replace a power of attorney document. The shareholder and the proxy can use only some pages of this form at their own discretion.

Draft resolutions of the Annual General Meeting can be found below. The Company points out that these drafts may differ from the resolutions to be voted on directly at the Annual General Meeting of the Company, and it recommends that the proxy be instructed about how to proceed in such an event. The shareholder issues an instruction by placing an "X" in the appropriate box. If the shareholder decides to vote separately under the shares it holds, it is asked to indicate in the appropriate box the number of shares under which the proxy is to vote in a specific way. If no share number is stated, the proxy will be deemed to be authorised to vote in the manner indicated under all shares held by his client.

The Company cautions that if the shareholder and the proxy use this form, the consistency between casting a vote and the instruction given in the form will not be verified. The decisive factor will be whether the proxy casts or does not cast a vote, including in a case where the proxy's behaviour will differ from the content of the instruction.

Details of the Client - Shareholder:

name/surname/business name address of
residence/registered officePESEL (personal
identification no.)/REGON (business identification
no.)..... ID card no./National Court Register no.
.....

I/We, the undersigned authorised to take part in the Ordinary General Meeting of PKO Bank Polski SA on (hereinafter the Meeting or General Meeting), on the basis of a certificate of the right to participate in the General Meeting, issued by on, number

represented by:

Details of the Proxy:

name/surname/business name address of
residence/registered officePESEL (personal
identification no.)/REGON (business identification
no.)..... ID card no./National Court Register no.
.....

on the basis of the forms below, issue an instruction to the proxy on each resolution expected to be adopted in accordance with the agenda stated in the announcement on convening the General Meeting.

Individual matters are voted on by placing an "X" in the appropriate box.

.....
date and signature of Shareholder

1. Election of the Chairman of the Annual General Meeting:

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on the election of the Chairman of the Annual General Meeting

Pursuant to Article 409 § 1 of the Commercial Companies Code the Annual General Meeting elects as its Chairman

Vote for . Number of shares
Vote against Number of shares
Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:
.....

2. Approving the PKO Bank Polski SA Directors' Report for the year 2013;

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on approving PKO Bank Polski SA Directors' Report for the year 2013

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

The PKO Bank Polski SA Directors' Report for the year 2013 is approved.

§ 2.

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

.....

3. Approving the financial statements of PKO Bank Polski SA for the year ended 31 December 2013;

Instruction for the Proxy to vote on the resolution:

**Resolution No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on approving the financial statements of PKO Bank Polski SA for the year ended on 31 December 2013

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

The Annual General Meeting approves the financial statements of PKO Bank Polski SA for the year ended on 31 December 2013, composed of:

- 1) the profit and loss account for the period from 1 January 2013 to 31 December 2013, reporting a net profit in the amount of PLN 3 233 762k;
- 2) statement of comprehensive income;
- 3) statement of financial position as of 31 December 2013, reporting assets and total liabilities and equity amounting to PLN 196 279 932k;
- 4) statement of changes in equity;
- 5) statement of cash flow, showing a increase in net cash in the period between 1 January 2012 and 31 December 2012 by PLN 3 590 732k.
- 6) notes to the financial statements.

§ 2.

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

Vote for	<input type="checkbox"/> Number of shares
Vote against	<input type="checkbox"/> Number of shares
Vote abstained	<input type="checkbox"/> Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:
.....

4. Approving the PKO Bank Polski SA Group Directors' Report for the year 2013;
Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on approving the PKO Bank Polski SA Group Directors' Report for the year 2013

The Annual General Meeting adopts the following:

§ 1.

The Annual General Meeting hereby approves the PKO Bank Polski SA Group Directors' Report for the year 2013.

§ 2.

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

Vote for Number of shares
Vote against Number of shares
Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:
.....

5. Approving the consolidated financial statements of PKO Bank Polski SA Group for the year ended 31 December 2013;

Instruction for the Proxy to vote on the resolution:

**Resolution No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on approving the consolidated financial statements of the PKO Bank Polski SA Group for the year ended 31 December 2013

Pursuant to Article 395 § 5 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

The Annual General Meeting approves the consolidated financial statements of the PKO Bank Polski SA Group for the year ended 31 December 2013, composed of:

- 1) consolidated profit and loss account for the period from 1 January 2013 to 31 December 2013, reporting a net profit attributable to the parent company in the amount of PLN 3 229 793k;
- 2) consolidated total income statement;
- 3) consolidated statement of financial position as of 31 December 2013, reporting assets and total liabilities and equity amounting to PLN 199 231 110k;
- 4) consolidated statement of changes in equity;
- 5) consolidated statement of cash flow, showing a decrease in net cash in the period between 1 January 2013 and 31 December 2013 by PLN 3 610 893k.;
- 6) notes to the consolidated financial statements.

§ 2.

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

6. Approving the report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2013;

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on approving the report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2013

The Annual General Meeting adopts the following:

§ 1

The report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for 2013 is hereby approved.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

7. Distribution of the profit earned by PKO Bank Polski SA in 2013 and the unappropriated loss of previous years;

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on distribution of the profit earned by PKO Bank Polski SA in 2013 and coverage of unappropriated loss of previous years

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

§ 1.

Unappropriated loss of previous years in an amount of PLN 271 242k will be covered out of net profit of the year 2013.

§ 2.

Net profit of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of the period of 1 January 2013 to 31 December 2013 in an amount of PLN 3 233 762k will be appropriated in the following way:

- | | | |
|----|---|-------------|
| 1) | coverage of unappropriated loss of previous years PLN | 271 242k; |
| 2) | dividend to shareholders in an amount of PLN | 937 500k; |
| 3) | reserve capital in an amount of PLN | 2 020 000k; |
| 4) | other reserves in an amount of PLN | 5 020k. |

§ 3.

The resolution shall come into force on the day of its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

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8. Defining the amount of dividend per each share, dividend day and the day of its payment;

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on the defining the amount of dividend per each share, dividend day and the day of its payment

Pursuant to Article 348 § 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

1. Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna in 2014 shall pay the dividend from net profit for the year 2013 in the amount of PLN 0.75 gross per each share.
2. The dividend day shall be 18 September 2014.
3. The dividend shall be payable on 3 October 2014.
4. The dividend may be paid in the following forms:
 - 1) transfer to the securities account, if the shares are deposited on such an account (investment account);

- 2) transfer to a bank account specified by the shareholder or cash payment, if the shareholder does not have a securities account.

§ 2.

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

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9. Granting a vote of acceptance to the members of the Management Board for 2013:

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on granting a vote of acceptance to a member of the Management Board for 2013

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1

Mr Zbigniew Jagiełło, President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2013.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on granting a vote of acceptance to a member of the Management Board for 2013

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1

Mr Piotr Alicki, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2013.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on granting a vote of acceptance to a member of the Management Board for 2013

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1

Mr Bartosz Drabikowski, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2013.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on granting a vote of acceptance to a member of the Management Board for 2013

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1

Mr Piotr Mazur, Vice-President of the Management Board since 8 January 2013, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2013.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on granting a vote of acceptance to a member of the Management Board for 2013

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1

Mr Jarosław Myjak, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2013.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on granting a vote of acceptance to a member of the Management Board for 2013

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1

Mr Jacek Obłəkowski, Vice-President of the Management Board is hereby granted a vote of acceptance to confirm the discharge of his duties in 2013.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on granting a vote of acceptance to a member of the Management Board for 2013

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1

Mr Jakub Papierski, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2013.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

.....

10. Granting a vote of acceptance to the members of the Supervisory Board for 2013:

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on granting a vote of acceptance to a member of the Supervisory Board for 2013

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1

Mr Cezary Banasiński, the Chairman of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2013.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on granting a vote of acceptance to a member of the Supervisory Board for 2013

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1

Mr Tomasz Zganiacz, Vice Chairman of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2013.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on granting a vote of acceptance to a member of the Supervisory Board for 2013

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1

Mr Mirosław Czekaj, Secretary of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2013.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on granting a vote of acceptance to a member of the Supervisory Board for 2013

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1

Mr Jan Bossak, member of the Supervisory Board till 20 June 2013, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2013.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on granting a vote of acceptance to a member of the Supervisory Board for 2013

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1

Ms Zofia Dzik, member of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2013.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on granting a vote of acceptance to a member of the Supervisory Board for 2013

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1

Mr Krzysztof Kilian, member of the Supervisory Board till 21 November 2013 is hereby granted a vote of acceptance to confirm the discharge of his duties in 2013.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on granting a vote of acceptance to a member of the Supervisory Board for 2013

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1

Mr Piotr Marczak, member of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2013.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on granting a vote of acceptance to a member of the Supervisory Board for 2012

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1

Ms Elżbita Mączyńska - Ziemacka, member of the Supervisory Board since 20 June 2013, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2013.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on granting a vote of acceptance to a member of the Supervisory Board for 2013

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1

Mr Marek Mroczkowski, member of the Supervisory Board is hereby granted a vote of acceptance to confirm the discharge of his duties in 2013.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

.....

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on granting a vote of acceptance to a member of the Supervisory Board for 2013

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1

Mr Ryszard Wierzba, member of the Supervisory Board is hereby granted a vote of acceptance to confirm the discharge of his duties in 2013.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

.....

11. Adoption of resolutions on appointment to membership in the PKO Bank Polski SA Supervisory Board:

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on appointment to membership in PKO Bank Polski SA Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

.....is hereby appointed as a member of the Supervisory Board for a joint term of the Supervisory Board commencing on the expiry of the current joint term the Supervisory Board.

§ 2.

The resolution shall come into force on the day of its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

.....

12. Adoption the 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

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

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

Acting pursuant to Article 392 § 1 of the Commercial Companies Code and in relation with 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, the Annual General Meeting adopts the following:

§ 1

In 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 Supervisory Board of the Bank, new § 2¹ shall be added after § 2, with the following wording:

„§2¹

1. Notwithstanding section 2 below, on account of the additional duties arising in connection with their work in the committees of the Supervisory Board, the Members of the Supervisory Board shall be entitled to supplementary monthly remuneration in the following amounts:

1. - for the Chairperson of the Audit Committee,
2. - for the Deputy Chairperson of the Audit Committee,
3. - for a member of the Audit Committee,

4. - for the Chairperson of the Remuneration Committee,
 5. - for the Deputy Chairperson of the Remuneration Committee,
 6. - for a member of the Remuneration Committee.
2. Should a Member of the Supervisory Board perform more than one of the functions referred to in section 1, such a Member of the Supervisory Board shall only be entitled to a single supplementary monthly remuneration in an amount equal to the highest remuneration provided for performance of those functions.
 3. § 2 shall apply *mutatis mutandis* to the supplementary remuneration referred to in this paragraph.”

§ 2

The resolution shall come into force as of 1 July 2014.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

.....

13. Adoption of resolutions on the merger of PKO Bank Polski SA and Nordea Bank Polska SA

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on the merger of PKO Bank Polski SA and Nordea Bank Polska SA

Acting pursuant to Article 492 § 1 Section 1, Article 506 § 1 in conjunction with § 2, Article 515 § 1, Article 516 § 6 of the Commercial Companies Code (the “CCC”), having

reviewed the merger plan of PKO Bank Polski SA and Nordea Bank Polska SA, published in Monitor Sądowy i Gospodarczy No. [•] of [•] 2014, under item [•] (the “Merger Plan”) and schedules to the Merger Plan, the Annual General Meeting hereby resolves as follows:

§ 1.

Merger

1. PKO Bank Polski SA, with its registered office in Warsaw at ul. Puławska 15, 02-515 Warsaw, recorded in the Register of Entrepreneurs of the National Court Register kept by the District Court for the Capital City of Warsaw, 13th Business Division of the National Court Register under KRS No. 0000026438 is being merged with Nordea Bank Polska SA, with its registered office in Gdynia, at ul. Kielecka 2, 81-303 Gdynia, recorded in the Register of Entrepreneurs of the National Court Register kept by the District Court for Gdańsk-North in Gdańsk, 8th Business Division of the National Court Register under KRS 0000021828, in the manner set forth in Article 492 § 1 Section 1 of the CCC, that is through transferring all property (all assets, equity and liabilities) of Nordea Bank Polska SA (as the target company) to PKO Bank Polski SA (as the bidding company), on the terms set forth in the Merger Plan agreed by the Management Boards of Nordea Bank Polska SA and PKO Bank Polski SA on May [•], 2014 (the “**Merger**”). The Merger Plan is attached hereto as Appendix 1.
2. Pursuant to Article 506 § 4 of the CCC, the Annual General Meeting hereby approves the Merger Plan and the proposed amendments to the Articles of Association of PKO Bank Polski SA, as specified in Appendix 3 to the Merger Plan and in § 2 below.

§ 2.

Consent to the proposed amendments to the Articles of Association of PKO Bank Polski SA related to the merger of PKO Bank Polski SA and Nordea Bank Polska SA

The Annual General Meeting hereby gives its consent to the proposed amendments to the Articles of Association of PKO Bank Polski SA related to the merger of PKO Bank Polski SA and Nordea Bank Polska SA:

1. § 4 Section 2 point 13 currently reading: “arranging and servicing financial lease,” shall now read as follows “arranging and servicing financial lease, including intermediation therein,”;

2. § 4 Section 2 point 15 currently reading: “services of selling and redeeming of investment fund units” shall now read as follows:
 - „15) performance by the Bank of the following activities that do not constitute brokerage business:
 - a) accepting and transferring buy and sell orders for financial instruments,
 - b) buying or selling financial instruments for its own account,
 - c) providing investment advice”;

3. The following new points 16) and 17) shall be added, after point 15), to § 4 Section 2 of the Articles of Association of PKO Bank Polski SA:
 - „16) provision of certification services, within the meaning of the provisions on electronic signature, excluding the issuance of qualified certificates used for the performance of actions to which the Bank is a party;
 - 17) provision of agency services to an investment company and performance of commissioned activities related to the investment company’s business, including the brokerage business carried on by the investment company.”.

§ 3.

Effective Date

This resolution shall enter into force as of the date of its adoption, provided that the Merger shall become effective subject to obtaining all consents and approvals related to the Merger, including the clearances from the Polish Financial Supervision Authority for the Merger and the related amendments to the Articles of Association of PKO Bank Polski SA. The Merger shall come into effect as of being recorded in the Register of Entrepreneurs by the appropriate Registry Court.

Vote for	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Vote abstained	<input type="checkbox"/>	Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

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14. Adoption of resolutions on 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

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

on 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

Acting pursuant to Article 430 of the Commercial Companies Code, in connection with the merger of PKO Bank Polski SA and Nordea Bank Polska SA, the Annual General Meeting hereby resolves as follows:

§ 1.

In connection with the merger of PKO Bank Polski SA and Nordea Bank Polska SA the Articles of Association of PKO Bank Polski SA shall be amended as specified in Resolution No. [●] of this Annual General Meeting, regarding the merger of PKO Bank Polski SA and Nordea Bank Polska SA:

1. § 4 Section 2 point 13 currently reading: “arranging and servicing financial lease,” shall now read as follows “arranging and servicing financial lease, including intermediation therein,”;

2. § 4 Section 2 point 15 currently reading: “services of selling and redeeming of investment fund units” shall now read as follows:
- „15) performance by the Bank of the following activities that do not constitute brokerage business:
- a) acceptance and transferring buy and sell orders for financial instruments,
 - b) buying or selling financial instruments for its own account,
 - c) providing investment advice.
3. The following new points 16) and 17) shall be added, after point 15), to § 4 Section 2 of the Articles of Association of PKO Bank Polski SA:
- „16) provision of certification services, within the meaning of the provisions on electronic signature, excluding the issuance of qualified certificates used for the performance of actions to which the Bank is a party;
- 17) provision of agency services to an investment company and performance of commissioned activities related to the investment company’s business, including the brokerage business carried on by the investment company.”.

§ 2.

The Supervisory Board is hereby authorized to prepare the consolidated text of the Articles of Association of PKO Bank Polski SA, taking into account the amendments arising from the provisions of this resolution.

§ 3.

This resolution shall enter into force as of the day of its adoption, provided that the amendments to the Articles of Association provided for herein shall become effective upon the merger of PKO Bank Polski SA with Nordea Bank Polska SA, pursuant to resolution No. [●] of the Annual General Meeting on the merger of PKO Bank Polski SA and Nordea Bank Polska SA. The Merger shall come into effect subject to obtaining the approvals and consents required by law and relating to the Merger, including the

clearances from the Polish Financial Supervision Authority for the Merger and the related amendments to the Articles of Association of PKO Bank Polski SA.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

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15. Adoption of resolutions on amendments to the Articles of Association of PKO Bank Polski SA

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

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

Acting pursuant to Article 430 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following resolution:

§ 1

The Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall be amended as follows: the third indent of sub-§ 15.1 point 11) letter b), with the wording of “the principles of operational risk management”, shall receive new wording of “the banking risk management strategy”.

§ 2.

The Supervisory Board is hereby authorised to prepare the consolidated text of the Articles of Association of PKO Bank Polski SA, taking into account the amendments arising from the provisions of this resolution.

§ 3

The resolution shall come into force on the day of its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

16. Adoption of resolutions on amendments to the Articles of Association of PKO Bank Polski SA

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

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

Acting pursuant to Article 430 § 1 of the 15 September 2000 Commercial Companies Code Act, 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) § 4 section 1 item 9 shall receive the following wording: "providing payment services"; and
- 2) § 4 section 1 item 12 shall receive the following wording: „issuing of electronic money”.

§ 2.

The Supervisory Board is hereby authorised to prepare the consolidated text of the Articles of Association of PKO Bank Polski SA, taking into account the amendments arising from the provisions of this resolution.

§ 3

The resolution shall come into force on the day of its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

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17. Adoption of resolutions on amendments to the Articles of Association of PKO Bank Polski SA

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2014
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 26 June 2014**

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

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

§ 1

The Articles of Association Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna shall be amended in such a way that a new § 24a will be added after § 24 of Chapter V entitled "Organisation of the Bank", with the following wording:

"The Bank may cooperate with other financial institutions, within the meaning of the Commercial Companies Code or the Banking Law of 29 April 1997, in particular by utilizing idle resources or systems of the Bank in accordance with their economic destination, and with particular attention to the security of operations of the Bank and those institutions."

§ 2.

The Supervisory Board is hereby authorised to prepare the consolidated text of the Articles of Association of PKO Bank Polski SA, taking into account the amendments arising from the provisions of this resolution.

§ 3

The resolution shall come into force on the day of its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

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