

FORM
for a proxy to exercise the right to vote
at the Extraordinary General Meeting of PKO Bank Polski S.A.
to be held on 25 February 2016

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 Extraordinary 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 Extraordinary 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 Extraordinary
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 Extraordinary General Meeting:**

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2016
of the Extraordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 February 2016**

on the election of the Chairman of the Extraordinary General Meeting

Pursuant to Article 409 § 1 of the Commercial Companies Code the Extraordinary 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. Adoption of resolutions concerning dismissal of the composition of the PKO Bank Polski SA Supervisory Board;

Instruction for the Proxy to vote on the resolution:

**RESOLUTION No. /2016
of the Extraordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of February 2016**

concerning dismissal of the composition of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Supervisory Board

Pursuant to Art. 385 §1 of the Commercial Companies Code the Extraordinary General Meeting resolves as follows:

§ 1.

... is dismissed as a member of the Bank's Supervisory Board.

§ 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. 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. /2016
of the Extraordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 February 2016**

on appointment to membership in PKO Bank Polski SA Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code, the Extraordinary 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:

.....

4. Amendments to the Articles of Association of PKO Bank Polski S.A.

Instruction for the Proxy to vote on the resolution:

**RESOLUTION no. /2016
of the Extraordinary General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 February 2016**

**on amendments to the Articles of Association of Powszechna Kasa Oszczędności
Bank Polski S.A.**

Acting pursuant to Article 430 § 1 of the Commercial Companies Code, the **Extraordinary** General Meeting hereby resolves as follows:

§ 1.

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

- 1) **sub-§ 15.1 point 8 of the Articles of Association**, which currently reads as follows:

“appointment and dismissal, at the motion of the President of the Management Board, by secret ballot, of Vice - Presidents and other members of the Management Board,”

shall receive the following wording:

“appointment and dismissal, by secret ballot of Vice - Presidents and other members of the Management Board,”

- 2) **sub-§ 19.4 of the Articles of Association**, which currently reads as follows:

“A member of the Management Board may be dismissed only for important reasons.”

shall be deleted.

- 3) **sub-§ 23.1 point 4 of the Articles of Association**, which currently reads as follows:

“determine the assignment of the individual areas of the Bank’s operations to the members of the Management Board, subject to Clause 4,”

shall be deleted.

4) **sub-§ 23.1 point 7 of the Articles of Association**, which currently reads as follows:

“present motions to the Supervisory Board for appointment and dismissal of the Vice-Presidents and other members of the Management Board,”

shall be deleted.

5) **sub-§ 23.3 of the Articles of Association**, which currently reads as follows:

“During the absence of the President of the Management Board his or her duties shall be fulfilled by a member of the Management Board appointed by the President of the Management Board.”

shall receive the following wording:

“During the absence of the President of the Management Board his or her duties shall be fulfilled by a member of the Management Board with responsibility for the risk area. In the event of the absence of the President of the Management Board and the member of the Management Board with responsibility for the risk area, the duties of the President of the Management Board shall be fulfilled by a person appointed by the President of the Management Board. In the absence of such appointment, the duties of the President of the Management Board shall be fulfilled by the member of the Management Board who is first in alphabetical order by surname.”

§ 2.

The Supervisory Board is hereby authorised to prepare the uniform text of the Articles of Association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, that would take into account the changes referred to in § 1 of this resolution.

§ 3.

The resolution shall come into force on the day 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: