

**RESOLUTION No. /2023
of the Annual General Meeting of
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 21 June 2023**

**on the approval of the Rules and Regulations of the Supervisory Board of Powszechna Kasa
Oszczędności Bank Polski Spółka Akcyjna**

On the basis of § 9 (1) (2) of the Bank's Articles of Association, the Annual General Meeting adopts the following:

§ 1.

The Rules and Regulations of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, adopted by Resolution No. 78/2023 of the Supervisory Board of 17 May 2023 on the Rules and Regulations of the Supervisory Board, shall be approved.

§ 2.

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

Rationale

**for the draft resolution on the approval of
the Rules and Regulations of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski
Spółka Akcyjna**

The Rules and Regulations of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, adopted by Resolution No. 78/2023 of the Supervisory Board of 17 May 2023 on the Rules and Regulations of the Supervisory Board, include, in particular, the following amendments vs. the currently binding Rules and Regulations of the Supervisory Board approved by the General Meeting:

- 1) § 3 point 1 – introduction of the provision on the Supervisory Board issuing opinions on matters put on the agenda of the General Meeting, consistent with Best Practice for GPW listed companies 2021;
- 2) § 7 – taking into account the standard resulting from Article 382¹ of the Commercial Companies Code, governing the cooperation of the Supervisory Board with external advisors;
- 3) § 8 item 2 – adjusting the time limit for convening meetings at the request of a Member of the Supervisory Board or the Management Board to the time limit of 2 weeks required by the Code;
- 4) § 8 item 5 added – introduction of the possibility for the Supervisory Board to hold meetings also without formal conveying, in accordance with Article 389 § 6 of the Commercial Companies Code.

The new text of the Rules of the Supervisory Board, showing the amendments to the current version of this document, is attached as an appendix to this justification.

Pursuant to § 9 item 1 point 2 of the Bank's Articles of Association, the approval of the Rules and Regulations of the Supervisory Board shall require a resolution of the General Meeting.

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