

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

on the assessment of the collective suitability of the Supervisory Board of PKO Bank Polski S.A.

Acting on the basis of § 5 (4) of the Policy concerning the assessment of suitability of candidates for members and the members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A., introduced by Resolution No. 34/2020 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 26 August 2020 on the approval of the Policy concerning the assessment of suitability of candidates for members and the members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A., amended by resolutions No. 34/2021 of 7 June 2021 of 7 June 2021 and No. 40/2022 of 12 May 2022 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, in conjunction with Article 22aa of the Banking Law and the Guidelines of the European Banking Authority and the European Securities and Markets Authority on the assessment of the suitability of members of the management body and key function holders, after an assessment of suitability, the Annual General Meeting adopts the following:

§ 1.

The collective suitability of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna is hereby established.

§ 2.

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

Rationale

**to the draft resolution on the assessment of the collective suitability of the Supervisory Board of
PKO Bank Polski S.A.**

In accordance with the Policy concerning the assessment of the suitability of candidates for members and the members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A., adopted in 2020, amended in 2021 and 2022, the General Meeting shall assess the collective suitability of the entire Supervisory Board as part of:

- 1) a preliminary assessment – carried out in connection with appointing a new body or new members of the Supervisory Board, in particular in the event of appointing a new Supervisory Board or changes in the composition of the Supervisory Board;
- 2) a periodic assessment of the members of the Supervisory Board made once a year;
- 3) an additional assessment, made in other justified cases, in particular those relating to significant changes in the organization of the Bank, which affect the requirements set for the Supervisory Board and its individual members, in connection with which the assessment of a Supervisory Board member's individual suitability in terms of newly undertaken tasks and the necessary requirements is also taken into account.

In assessing collective suitability, the criteria arising from the guidelines of a domestic or European supervisory authority issued in this regard and the requirements set out in the generally applicable laws are taken into account, focusing primarily on ensuring an appropriate level of knowledge, skills and experience in the context of the nature and range of the Bank's activities and the material risks relating to those activities and in terms of the ability of the Board as a body to perform supervisory functions at the Bank.

In view of the above, irrespective of the individual assessment of the suitability of the members of the Supervisory Board, the General Meeting, taking into account the above obligations, should perform a periodic assessment of the collective suitability of the entire Supervisory Board as a body. In the event of changes in the composition of the Supervisory Board, the assessment of collective suitability should also take into account changes (if any) in the composition of the body made during the Annual General Meeting. Therefore, a draft of this resolution is presented for consideration by the Annual General Meeting.

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