

**Resolution No. /2021
of the Extraordinary General Meeting of
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 2021**

**on dismissing a member of the Supervisory Board of
Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

Acting on the basis of Article 22 (2) of the Banking Law, the Extraordinary General Meeting shall resolve as follows:

§ 1.

..... shall be dismissed from the Supervisory Board.

§ 2.

The resolution shall enter into force upon being adopted.

**Rationale
to the draft resolution on dismissing a member of the Supervisory Board of
Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

According to Article 22 (2) of the Banking Law, the general meeting of a bank operating in the form of a joint stock company shall appoint and dismiss the members of the supervisory board.

Therefore, a draft of this resolution has been presented for consideration by the Extraordinary General Meeting.

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

The draft presented by the shareholder (the State Treasury - the Minister of State Assets) in connection with the request of April 26, 2021 to convene an Extraordinary General Meeting of the Bank, providing for an item on the agenda regarding changes in the composition of the Supervisory Board.

**Resolution No. /2021
of the Extraordinary General Meeting of
Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 2021**

**on appointing a member of the Supervisory Board of
Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

Acting on the basis of Article 22 (2) of the Banking Law, the Extraordinary General Meeting, having assessed (on a basis of the § 5 (2) (1) of the Policy concerning the assessment of the suitability of candidates for membership of and the members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A. adopted by the Resolution No. 34/2020 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of 26 August 2020), the candidate's compliance with the requirements referred to in 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 management bodies and key function holders (ESMA71-99-598 EBA/GL/2017/12, 21/03/2018), shall resolve as follows:

§ 1.

..... shall be appointed to the Supervisory Board.

§ 2.

The resolution shall enter into force upon being adopted.

**Rationale
to the draft resolution on appointing a member of the Supervisory Board of
Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna**

According to Article 22 (2) of the Banking Law, the general meeting of a bank operating in the form of a joint stock company shall appoint and dismiss the members of the supervisory board.

According to the § 5 (2) (1) of the Policy concerning the assessment of the suitability of candidates for membership of and the members of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski S.A. introduced by the Resolution No. 34/2020 of the Annual General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna on 26 August 2020, individual suitability shall be assessed by the General Meeting as part of a preliminary assessment – carried out in connection with appointing a Supervisory Board member.

Therefore, a draft of this resolution has been presented for consideration by the Extraordinary General Meeting.

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

The draft presented by the shareholder (the State Treasury - the Minister of State Assets) in connection with the request of April 26, 2021 to convene an Extraordinary General Meeting of the Bank, providing for an item on the agenda regarding changes in the composition of the Supervisory Board.