Date: 30 April 2010

Report 45/2010: The Resolutions of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on 28th of April 2010:

The Management Board of Bank Pekao S.A. presents the resolutions of the Ordinary General Meeting of the Bank on 28th of April 2010:

Resolution No. 1
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on election of Chairman of the Ordinary General Meeting

The Ordinary General Meeting appoints Mr. Marek Furtek as Chairman of today's Meeting.

During the voting on the resolution the valid votes were cast out of **198.906.223** (one hundred ninety eight million nine hundred six thousand two hundred twenty three) shares, representing **75,81%** of shares in statutory capital. Out of total amount of **198.906.223** (one hundred ninety eight million nine hundred six thousand two hundred twenty three) of the valid votes **197.021.573** (one hundred ninety seven twenty one thousand five hundred seventy three) were in favour of the resolution, **120** (one hundred twenty) were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.
The Resolution was adopted with the majority of votes.

Shareholder proposed the draft of the following resolution:

Resolution No. 2
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on election of Chairman of the Ordinary General Meeting

The Ordinary General Meeting appoints Mr. Rajmund Pollak as Chairman of today's Meeting.

During the voting on the resolution the valid votes were cast out of **198.906.223** (one hundred ninety eight million nine hundred six thousand two hundred twenty three) shares, representing **75,81%** of shares in statutory capital. Out of total amount of **198.906.223** (one hundred ninety eight million nine hundred six thousand two hundred twenty three) of the valid votes **80** (eighty) were in favour of the resolution, **159.939.595** (one hundred fifty nine million nine hundred thirty nine thousand five hundred ninety five) were against and **38.966.548 (**thirty eight million nine hundred sixty six thousand five hundred forty eight) abstained.
The Resolution was not adopted with the required majority of votes.

Mr. Dariusz Baran declared that he voted against the adoption of resolution no. 1 and 2 and reported his objection to those resolutions.

Mr. Rajmund Pollak reported his objection to Resolution no. 1 and no. 2.

Shareholder proposed the draft of the following resolution:

Resolution No. 3
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on closing the debates of the Ordinary General Meeting

The Ordinary General Meeting resolves to close its debates.

During the voting on the resolution the valid votes were cast out of **198.375.218** (one hundred ninety eight million three hundred seventy five thousand two hundred eighteen) shares, representing **75,61%** of shares in statutory capital. Out of total amount of **198.375.218** (one hundred ninety eight million three hundred seventy five thousand two hundred eighteen) of the valid votes **126** (one hundred twenty six) were in favour of the resolution, **168.202.390** (one hundred sixty eight million two hundred two thousand three hundred ninety) were against and **30.172.702 (**thirty million one hundred seventy two thousand seven hundred two) abstained.
The Resolution was not adopted with the required majority of votes.

Mr. Dariusz Baran declared that he voted against the adoption of resolution and reported his objection to the resolution.

Mr. Jerzy Bielewicz, Shareholder, on behalf of himself and Stowarzyszenie "Przejrzysty Rynek" reports his objection to this resolution.

Shareholder proposed the draft of the following resolution:

Resolution No. 4
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on ceasing the proceeding of votings with using the electronic system

The Ordinary General Meeting resolves to cease the proceeding of votings with using the electronic system.

During the voting on the resolution the valid votes were cast out of **198.375.218** (one hundred ninety eight million three hundred seventy five thousand two hundred eighteen) shares, representing **75,61%** of shares in statutory capital. Out of total amount of **198.375.218** (one hundred ninety eight million three hundred seventy five thousand two hundred eighteen) of the valid votes **126** (one hundred twenty six) were in favour of the resolution, **159.939.555** (one hundred fifty nine million nine hundred thirty nine thousand five hundred fifty five) were against and **38.435.537 (**thirty eight million four hundred thirty five thousand five hundred thirty seven) abstained.
The Resolution was not adopted with the required majority of votes.

Mr. Dariusz Baran declared that he voted against the adoption of resolution and reported his objection to the resolution.

Mr. Rajmund Pollak reported his objection to this resolution.

Mr. Jerzy Bielewicz, Shareholder, on behalf of himself and Stowarzyszenie "Przejrzysty Rynek" reports his objection to this resolution.

Resolution No. 5
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on election of the Voting Commission

The Ordinary General Meeting appoints the following members of the Voting Commission: Ewa Rucińska, Lucyna Haczewska and Małgorzata Olborska.

During the voting on the resolution the valid votes were cast out of **198.906.226** (one hundred ninety eight million nine hundred six thousand two hundred twenty six) shares, representing **75,81%** of shares in statutory capital. Out of total amount of **198.906.226** (one hundred ninety eight million nine hundred six thousand two hundred twenty six) of the valid votes **197.022.770** (one hundred ninety seven million twenty two thousand seven hundred seventy) were in favour of the resolution, **121** (one hundred twenty one) were against and **1.883.335 (**one million eight hundred eighty three thousand three hundred thirty five) abstained.
The Resolution was adopted with the majority of votes.

Mr. Rajmund Pollak, Shareholder reported his objection to this resolution.

Mr. Dariusz Baran, Shareholder, declares that he voted against the resolution and reported his objection to this resolution.

Shareholder proposed the draft of the following resolution:

Resolution No. 6
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on introducing changes to the agenda

The Ordinary General Meeting resolves to supplement point 6 of the agenda through the appointment of the Commission for investigation of capital flows between Bank Polska Kasa Opieki Spółka Akcyjna and UniCredit Group and resolves to cease the consideration of point no. 16 of the agenda.

During the voting on the resolution the valid votes were cast out of **198.906.189** (one hundred ninety eight million nine hundred six thousand one hundred eighty nine) shares, representing **75,81%** of shares in statutory capital. Out of total amount of **198.906.198** (one hundred ninety eight million nine hundred six thousand one hundred eighty nine) of the valid votes **1.281** (one thousand two hundred eighty one) were in favour of the resolution, **160.470.566** (one hundred sixty million four hundred seventy thousand five hundred sixty six) were against and **38.434.342 (**thirty eight million four hundred thirty four thousand three hundred forty two) abstained.
The Resolution was not adopted.

Mr. Jerzy Bielewicz, Shareholder, on behalf of himself and Stowarzyszenie “Przejrzysty Rynek” reports his objection to this resolution.

Shareholder proposed the draft of the following resolution:

Resolution No. 7
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on closing the debates of the Ordinary General Meeting

The Ordinary General Meeting resolves to close its debates in this point of the agenda.

During the voting on the resolution the valid votes were cast out of **198.906.229** (one hundred ninety eight million nine hundred six thousand two hundred twenty nine) shares, representing **75,81%** of shares in statutory capital. Out of total amount of **198.906.229** (one hundred ninety eight million nine hundred six thousand two hundred twenty nine) of the valid votes **126** (one hundred twenty six) were in favour of the resolution, **168.732.201** (one hundred sixty eight million seven hundred thirty two thousand two hundred one) were against and **30.173.902 (**thirty million one hundred seventy three thousand nine hundred two) abstained.
The Resolution was not adopted.

Mr. Dariusz Baran declared that he reported his objection to the fact that the Resolution was not adopted.

Mr. Rajmund Pollak declared that he reported his objection to the fact that the Resolution was not adopted.

Mr. Jerzy Bielewicz, Shareholder, on behalf of himself and Stowarzyszenie "Przejrzysty Rynek" declared that he reported his objection to the fact that the Resolution was not adopted.

Resolution No. 8
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on adoption of the agenda

The Ordinary General Meeting adopts the agenda in the wording presented by the Management Board of the Bank in announcement about convening of the General Meeting in accordance with Art. 402^1 of Code Commercial Companies.

During the voting on the resolution the valid votes were cast out of **202.766.120** (two hundred two million seven hundred sixty six thousand one hundred twenty) shares, representing **77,29%** of shares in statutory capital. Out of total amount of **202.766.120** (two hundred two million seven hundred sixty six thousand one hundred twenty) of the valid votes **200.881.464** (two hundred million eight hundred eighty one thousand four hundred sixty four) were in favour of resolution, **126** (one hundred twenty six) were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Mr. Dariusz Baran, Shareholder, declares that he voted against the resolution and reported his objection to this resolution.

Mr. Jerzy Bielewicz, Shareholder, on behalf of himself and Stowarzyszenie "Przejrzysty Rynek" reports his objection to this resolution.

Mr. Rajmund Pollak, Shareholder declares that he voted against the resolution and reported his objection to this resolution.

Resolution No. 9
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving report of the Management Board
on the activity of Bank Polska Kasa Opieki Spółka Akcyjna in 2009

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.1 of Code of the Commercial Companies and pursuant to § 13 p.1 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1. The report of the Management Board on the activity of Bank Polska Kasa Opieki S.A. for 2009 is hereby approved.

§ 2. The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.766.120** (two hundred two million seven hundred sixty six thousand one hundred twenty) representing **77,29%** of shares in statutory capital. Out of total amount of **202.766.120** (two hundred two million seven hundred sixty six thousand one hundred twenty) of the the valid votes **200.882.664** (two hundred million eight hundred eighty two thousand six hundred sixty four) were in favour of the resolution, **126** (one hundred twenty six) were against and **1.883.330 (**one million eight hundred eighty three thousand three hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Mr. Jerzy Bielewicz, Shareholder, on behalf of himself and Stowarzyszenie "Przejrzysty Rynek" declares that he voted against the resolution and reported his objection to this resolution.

Mr. Dariusz Baran, Shareholder, declares that he voted against the resolution and reported his objection to this resolution.

Mr. Rajmund Pollak, Shareholder declares that he voted against the resolution and reported his objection to this resolution.

Mr. Piotr Kaczmarczyk, plenipotentiary of Shareholder Mr. Michel Marbot, declares that he voted against the resolution and reported his objection to this resolution.

Resolution No. 10
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the financial statements of Bank Polska Kasa Opieki Spółka Akcyjna for 2009

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.1 of Code of the Commercial Companies and § 13 p.1 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1. The financial statements of Bank Polska Kasa Opieki Spółka Akcyjna for 2009 is hereby approved, with the following figures:

a) the statement of financial position as at 31st December 2009 with total assets and total liabilities of 126 918 020 070,96 PLN (say: one hundred twenty six billion nine hundred eighteen million twenty thousand seventy 96/100 PLN),

b) the statement of comprehensive income for the financial year ended as at 31st December 2009 with a total comprehensive income of 2 379 431 317,46 PLN (say: two billion three hundred seventy nine million four hundred thirty one thousand three hundred seventeen 46/100 PLN),

c) the income statement for the financial year ended as at 31st December 2009 with a net profit of 2 462 263 195, 94 PLN (say: two billion four hundred sixty two million two hundred sixty three thousand one hundred ninety five 94/100 PLN),

d) the statement of changes in equity for the financial year ended as at 31st December 2009 with an increase in equity of 2 396 235 thousand PLN (say: two billion three hundred ninety six million two hundred thirty five thousand PLN),

e) the statement of cash flow for the financial year ended as at 31st December 2009 with an increase in cask amounting to 3 067 395 thousand PLN (say: three billion sixty seven million tree hundred ninety five thousand PLN),

f) additional information that contains the descriptions of main accountancy rules and other information.

§ 2. The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.766.120** (two hundred two million seven hundred sixty six thousand one hundred twenty) shares representing **77,29%** of shares in statutory capital. Out of total amount of **202.766.120** (two hundred two million seven hundred sixty six thousand one hundred twenty) of the valid votes **200.881.464** (two hundred million eight hundred eighty one thousand four hundred sixty four) were in favour of the resolution, **126** (one hundred twenty six) were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Mr. Dariusz Baran, Shareholder, declares that he voted against the resolution and reported his objection to this resolution.

Mr. Jerzy Bielewicz, Shareholder, on behalf of himself and Stowarzyszenie "Przejrzysty Rynek" declares that he voted against the resolution and reported his objection to this resolution.

Mr. Rajmund Pollak, Shareholder, declares that he voted against the resolution and reported his objection to this resolution.

Resolution No. 11
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving report of the Management Board on the activity of
Bank Polska Kasa Opieki Spółka Akcyjna Capital Group in 2009

Acting in accordance with Art. 395 § 5 of Code of the Commercial Companies and § 13 point 5 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1. The report of the Management Board on the activity of Bank Polska Kasa Opieki Spółka Akcyjna Capital Group for 2009 is hereby approved.

§ 2. The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.766.120** (two hundred two million seven hundred sixty six thousand one hundred twenty) shares representing **77,29%** of shares in statutory capital. Out of total amount of **202.766.120** (two hundred two million seven hundred sixty six thousand one hundred twenty) of the valid votes **200.881.464** (two hundred million eight hundred eighty one thousand four hundred sixty four) were in favour of the resolution, **126** (one hundred twenty six) were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Mr. Dariusz Baran, Shareholder, declares that he voted against the resolution and reported his objection to this resolution.

Mr. Rajmund Pollak, Shareholder, declares that he voted against the resolution and reported his objection to this resolution.

Mr. Piotr Kaczmarczyk, plenipotentiary of Shareholder Mr. Michel Marbot, declares that he voted against the resolution and reported his objection to this resolution.

Mr. Jerzy Bielewicz, Shareholder, on behalf of himself and Stowarzyszenie "Przejrzysty Rynek" declares that he voted against the resolution and reported his objection to this resolution.

Resolution No. 12
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the consolidated financial statements of
Bank Polska Kasa Opieki Spółka Akcyjna Capital Group for 2009

Acting in accordance with Art. 395 § 5 of Code of the Commercial Companies and § 13 point 5 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1. The consolidated financial statements of Bank Polska Kasa Opieki Spółka Akcyjna Capital Group for 2009 is hereby approved, with the following figures:

a) the consolidated statement of financial position as at 31st December 2009 with total assets and total liabilities of 130 616 053 697, 89 PLN (say: one hundred thirty billion six hundred sixteen million fifty three thousand six hundred ninety seven 89/100 PLN),

b) the consolidated statement of comprehensive income for the financial year ended as at 31st December 2009 with the a total comprehensive income of 2 273 483 222, 06 PLN (say: two billion two hundred seventy three million four hundred eighty three thousand two hundred twenty two 06/100 PLN),

c) the consolidated income statement for the financial year ended as at 31st December 2009 with a net profit of 2 421 345 401, 59 PLN (say: two billion four hundred twenty one million three hundred forty five thousand four hundred one 59/100 PLN),

d) the consolidated statement of changes in equity for the financial year ended as at 31st December 2009 with an increase in equity of 2 334 638 thousand PLN (say: two billion three hundred thirty four six hundred thirty eight thousand PLN),

e) the consolidated statement of cash flow for the financial year ended as at 31st December 2009 with an increase in cask amounting to 2 986 413 thousand PLN (say: two billion nine hundred eighty six million four hundred thirteen thousand PLN),

f) additional information that contains the description of main accountancy rules and other information..

§ 2. The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.766.120** (two hundred two million seven hundred sixty six thousand one hundred twenty) representing **77,29%** of shares in statutory capital. Out of total amount of **202.766.120** (two hundred two million seven hundred sixty six thousand one hundred twenty) of the valid votes **200.881.464** (two hundred million eight hundred eighty one thousand four hundred sixty four) were in favour of the resolution, **126** (one hundred twenty six) were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Mr. Dariusz Baran, Shareholder, declares that he voted against the resolution and reported his objection to this resolution.

Mr. Jerzy Bielewicz, Shareholder, on behalf of himself and Stowarzyszenie "Przejrzysty Rynek" declares that he voted against the resolution and reported his objection to this resolution.

Mr. Rajmund Pollak, Shareholder, declares that he voted against the resolution and reported his objection to this resolution.

Mr. Piotr Kaczmarczyk, plenipotentiary of Shareholder Mr. Michel Marbot, declares that he voted against the resolution and reported his objection to this resolution.

Shareholder proposed the draft of the following resolution:

Resolution No. 13
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on assigning the total net profit for 2009 to pay the dividend.

Acting in accordance with Art. 348 § 3 and Art. 395 § 2 p. 2 of Code of the Commercial Companies and § 13 point 2 and § 33 section 1 p 2-4 of the Statute of Bank Pekao S.A., the Ordinary General Meeting resolved as follows:

Ordinary General Meeting resolved as follows:

§1 The net profit of Bank Polska Kasa Opieki Spółka Akcyjna for 2009 in the amount of 2 462 263 195,94 PLN (say: two billion four hundred sixty two million two hundred sixty three thousand one hundred ninety five 94/100 PLN) is distributed in such way that:

- the amount of 2 462 263 195,94 PLN (say: two billion four hundred sixty two million two hundred sixty three thousand one hundred ninety five 94/100 PLN) is allocated as dividend.

§2 The dividend's setting date is on 17th May 2010.
§3 The dividend's pay-out day is on 1st June 2010.
§4 The Resolution is enacted upon its adoption.

During the voting on the above-mentioned resolution the valid votes were cast out of **199.564.499** (one hundred ninety nine million five hundred sixty four thousand four hundred ninety nine) shares representing **76,07%** of shares in statutory capital. Out of the total amount of **199.564.499** (one hundred ninety nine million five hundred sixty four thousand four hundred ninety nine) of the valid votes, **1.281** (one thousand two hundred eighty one) were in favour of the resolution, **159.939.560** (one hundred fifty nine million nine hundred thirty nine thousand five hundred sixty) were against and **39.623.658** (thirty nine million six hundred twenty three thousand six hundred fifty eight) abstained**.**

The Resolution was not adopted with a majority of votes.

Shareholder proposed the draft of the following resolution:

Resolution No. 14
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on assigning the total net profit for 2009 for the reserve

Acting in accordance with Art. 348 § 3 and Art. 395 § 2 p. 2 of Code of the Commercial Companies and § 13 point 2 and § 33 section 1 p 2-4 of the Statute of Bank Pekao S.A., the Ordinary General Meeting resolved as follows:

Ordinary General Meeting resolved as follows:

§1 The net profit of Bank Polska Kasa Opieki Spółka Akcyjna for 2009 in the amount of 2 462 263 195,94 PLN (say: two billion four hundred sixty two million two hundred sixty three thousand one hundred ninety five 94/100 PLN) is distributed in such way that:

- the amount of 2 462 263 195,94 PLN (say: two billion four hundred sixty two million two hundred sixty three thousand one hundred ninety five 94/100 PLN) is allocated as reserve.

§2 The dividend's setting date is on 17th May 2010.
§3 The dividend's pay-out day is on 1st June 2010.

§4 The Resolution is enacted upon its adoption.

During the voting on the above-mentioned resolution the valid votes were cast out of **202.235.069** (two hundred two million two hundred thirty five thousand sixty nine) shares representing **77,08%** of shares in statutory capital. Out of the total amount of **202.235.069** (two hundred two million two hundred thirty five thousand sixty nine) of the valid votes, **7** (seven) were in favour of the resolution, **159.940.834** (one hundred fifty nine million nine hundred forty thousand eight hundred thirty four) were against and **42.294.228** (forty two million two hundred ninety four thousand two hundred twenty eight) abstained**.**

The Resolution was not adopted with a majority of votes.

Shareholder proposed the draft of the following resolution:

Resolution No. 15
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on distribution of the Bank's net profit for 2009

Acting in accordance with Art. 348 § 3 and Art. 395 § 2 p. 2 of Code of the Commercial Companies and § 13 point 2 and § 33 section 1 p 2-4 of the Statute of Bank Pekao S.A., the Ordinary General Meeting resolved as follows:

Ordinary General Meeting resolved as follows:

§1 The net profit of Bank Polska Kasa Opieki Spółka Akcyjna for 2009 in the amount of 2 462 263 195,94 PLN (say: two billion four hundred sixty two million two hundred sixty three thousand one hundred ninety five 94/100 PLN) is distributed in such way that:

1) the amount of 761 096 398,60 PLN (seven hundred sixty one million ninety six thousand three hundred ninety eight 60/100 PLN) is allocated as reserve,
2) the amount of 1 601 166 797,34 (one billion six hundred one million one hundred sixty six thousand seven hundred ninety seven 34/100 PLN) is allocated as dividend,
3) the amount of 100 000 000,00 (one hundred million PLN) is allocated as general risk fund.

§2 The dividend's setting date is on 17th May 2010.
§3 The dividend's pay-out day is on 1st June 2010.
§4 The Resolution is enacted upon its adoption.

During the voting on the above-mentioned resolution the valid votes were cast out of **202.235.068** (two hundred two million two hundred thirty five thousand sixty eight) shares representing **77,08%** of shares in statutory capital. Out of the total amount of **202.235.068** (two hundred two million two hundred thirty five thousand sixty eight) of the valid votes, **1280** (one thousand two hundred eighty) were in favour of the resolution, **159.939.560** (one hundred fifty nine million nine hundred thirty nine thousand five hundred sixty) were against

and **42.294.228** (forty two million two hundred ninety four thousand two hundred twenty eight) abstained**.**
The Resolution was not adopted with a majority of votes.

Shareholder Mr Rajmund Pollak reported the objection to the adoption of the Resolution.

Resolution No.16
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on the distribution of net profit of Bank Polska Kasa Opieki Spółka Akcyjna for 2009

Acting in accordance with Art. 348 § 3 and Art. 395 § 2 p. 2 of Code of the Commercial Companies and § 13 point 2 and § 33 section 1 p 2-4 of the Statute of Bank Pekao S.A., the Ordinary General Meeting

resolved as follows:

§ 1. The net profit of Bank Polska Kasa Opieki Spółka Akcyjna for 2009 in the amount of 2 462 263 195,94 PLN (say: two billion four hundred sixty two million two hundred sixty three thousand one hundred ninety five 94/100 PLN) is distributed in such way that:

1) the amount of 761 096 398,60 PLN (say: seven hundred sixty one million ninety six thousand three hundred ninety eight 60/100 PLN) is allocated as dividend,
2) the amount of 1 601 166 797,34 PLN (say: one billion six hundred one million one hundred sixty six thousand seven hundred ninety seven 34/100 PLN) is allocated to reserve equities,
3) the amount of 100 000 000,00 PLN (say: one hundred million PLN) is allocated to general risk fund.

§ 2. The dividend's setting day is on 17th May 2010.

§ 3. The dividend's pay-out day is on 1st June 2010.

§ 4. The Resolution is enacted upon its adoption.

Justification of the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the distribution of net profit of Bank Polska Kasa Opieki Spółka Akcyjna for 2009

Presenting recommendation regarding distribution of net profit of Bank Pekao S.A. for 2009 the Management Board took into account the following conditions:

a) in December 2009, the capital adequacy ratio of the Bank reached the level of 15,64%, excluding the net profit for 2009, and the capital adequacy ratio for the Group is higher and reached the level of 16,24%; such a strong capital base ensures a safe position to the Bank even in a situation of fluctuations on the market and enables to pursue development plans,
b) the macroeconomic forecast for Poland shows further stabilisation on the market in 2010; the progressive stabilisation can be observed also on the international markets,

c) the capital adequacy ratio of the Bank remains at the level higher than the average level for the Polish banking which amounts to 13,30% as at December 2009.

According to the above-mentioned recommendation, the dividend will be paid in the amount of 2,90 PLN per one share, which translates into dividend payout rate of 30,91% of the net profit of the Bank for 2009 (31,56% of the net profit of the Group). After the remaining portion of the net profit for 2009 is accounted to the equity capital, the capital adequacy ratio for the Bank should amount to 17,62%, whereas the consolidated capital adequacy ratio should equal 18,08%.

The Supervisory Board of Bank Pekao S.A. gave its positive opinion on the Management Board's motion on distribution of the net profit of Bank Polska Kasa Opieki Spółka Akcyjna for 2009 and recommended to the Ordinary General Meeting to adopt the resolution in this matter. The dividend's setting day and the dividend's pay-out day were established in accordance with legal regulations.

During the voting on the resolution the valid votes were cast out of **202.766.120** (two hundred two million seven hundred sixty six thousand one hundred twenty) shares representing **77,29%** of shares in statutory capital. Out of total amount of **202.766.120** (two hundred two million seven hundred sixty six thousand one hundred twenty) of the valid votes **200.881.464** (two hundred million eight hundred eighty one thousand four hundred sixty four) were in favour of the resolution, **1.326** (one thousand three hundred twenty six) were against and **1.883.330 (**one million eight hundred eighty three thousand three hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Mr. Dariusz Baran, Shareholder, declares that he voted against the resolution and reported his objection to this resolution.

Mr. Rajmund Pollak, Shareholder, declares that he voted against the resolution and reported his objection to this resolution.

Mr. Jerzy Bielewicz, Shareholder, on behalf of himself and Stowarzyszenie "Przejrzysty Rynek" declares that he voted against the resolution and reported his objection to this resolution.

Mr. Piotr Kaczmarczyk, plenipotentiary of Shareholder Mr. Michel Marbot, declares that he voted against the resolution and reported his objection to this resolution.

Resolution No. 17
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the report on the activity of
the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2009

Acting in accordance with to § 13 p. 3 of the Bank's Statute, the Ordinary General Meeting resolved as follows:

§ 1. The report of the Supervisory Board of Bank Pekao S.A. on its activity in 2009, containing results of performed assessment of: reports on activities of the Bank and the Capital Group in 2009, financial statements of the Bank and the Bank's Capital Group for 2009 and the motion of the Management Board concerning distribution of Bank's net profit for 2009 is hereby approved.

§ 2. The Resolution is enacted upon its adoption.

Enclosures

Report on activity of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2009, results of performed assessment of: reports on activities of the Bank and the Capital Group in 2009, financial statements of the Bank and the Capital Group for 2009 and the motion of the Management Board concerning distribution of net profit for 2009.

I. The composition and organisation of work of the Supervisory Board in 2009

In the period from 1 January 2009 to 5 May 2009, the Supervisory Board was composed of the following persons:

Jerzy Woźnicki – Chairman,
Paolo Fiorentino – Deputy Chairman, Secretary of the Board,
Federico Ghizzoni – Deputy Chairman,
Members:
Paweł Dangel,
Fausto Galmarini,
Oliver Greene,
Enrico Pavoni,
Leszek Pawłowicz,
Krzysztof Pawłowski.

In accordance with § 15 sect. 2 p 1 of the Bank's Statute, the mandates of Members of the Supervisory Board expired on 5 May 2009, i.e. as of the day when the Ordinary General Meeting of Bank Pekao S.A., approving the financial statement for the last full reporting year of performance of function of member of the Supervisory Board, was held. As a result, the Ordinary General Meeting elected Members of the Supervisory Board for the next joint term of office – lasting three years and starting as of 6 May 2009 – appointing the following persons as Members of the Supervisory Board: Paweł Dangel, Paolo Fiorentino, Federico Ghizzoni, Oliver Greene, Alicja Kornasiewicz, Enrico Pavoni, Leszek Pawłowicz, Krzysztof Pawłowski and Jerzy Woźnicki.

At the first meeting of the new term of office on 9 June 2009, the Supervisory Board appointed again Mr J.Woźnicki as Chairman of the Board, Mr P.Fiorentino as Deputy Chairman, Secretary of the Board, and Mr F.Ghizzoni as Deputy Chairman of the Board.

As at 31 December 2009, the composition of the Supervisory Board was as follows:

Jerzy Woźnicki – Chairman,
Paolo Fiorentino – Deputy Chairman, Secretary of the Board,
Federico Ghizzoni – Deputy Chairman,
Members:
Paweł Dangel,
Oliver Greene,
Alicja Kornasiewicz,
Enrico Pavoni,

Leszek Pawłowicz,

Krzysztof Pawłowski.

On 12 January 2010, Ms Alicja Kornasiewicz, Member of the Supervisory Board, tendered her resignation from the held position in connection with her appointment to the Management Board of Bank Pekao S.A.
The Supervisory Board of Bank Polska Kasa Opieki S.A. exercised permanent supervision of the Bank's activity, in accordance with the rights and obligations provided for in the Code of Commercial Companies and the Bank's Statute.
In 2009, the Supervisory Board held 10 meetings, considered 128 pieces of information, analyses and motions and adopted 75 resolutions.
The Supervisory Board performed its tasks both at the meetings and under the works of the Board's committees.
In 2009 the committees of the Supervisory Board continued their activity: (i) audit committee, (ii) remuneration committee, and (iii) finance committee. The approved by the Board reports on activity of those committees have been attached to this report.

II. Personnel issues

In 2009, the Supervisory Board considered the personnel motions concerning the functioning of the Management Board, in accordance with the competences defined in the Bank's Statute.
As at 1 January 2009, the composition of the Management Board was the following:

Jan Krzysztof Bielecki – President of the Management Board, CEO,

Luigi Lovaglio – First Vice President of the Management Board, General Manager,

Diego Biondo - Vice President of the Management Board,

Marco Iannaccone - Vice President of the Management Board,

Paolo Iannone - Vice President of the Management Board,

Andrzej Kopyrski - Vice President of the Management Board,

Katarzyna Niezgoda-Walczak - Vice President of the Management Board,

Grzegorz Piwowar - Vice President of the Management Board,

Marian Ważyński - Vice President of the Management Board.

On 11 December 2008, Mr Paolo Iannone tendered his resignation from the position of Vice President of the Management Board effective as of 1 January 2009.

On 17 April 2009, the Supervisory Board recalled Ms Katarzyna Niezgoda-Walczak, Vice President of the Management Board, from the position held in the Management Board effective as of 17 April 2009.

At the meeting of the Supervisory Board on 24 November 2009, President of the Management Board, Mr Jan Krzysztof Bielecki, tendered his resignation from the position held, effective as of 11 January 2010.

As at 31 December 2009, the composition of the Management Board was the following:

Jan Krzysztof Bielecki - President of the Management Board, CEO,

Luigi Lovaglio - First Vice President of the Management Board, General Manager,

Diego Biondo - Vice President of the Management Board,

Marco Iannaccone - Vice President of the Management Board,

Andrzej Kopyrski - Vice President of the Management Board,

Grzegorz Piwowar - Vice President of the Management Board,

Marian Ważyński - Vice President of the Management Board.

The Supervisory Board also considered the motions and adopted resolutions concerning the conditions of agreements regulating the labour relationships existing between Members of the Management Board and the Bank.

III. Activity of the Supervisory Board

The activity of the Supervisory Board in 2009, just like in the previous years, focused both on strategic issues as well as on the issues pertaining to supervision of the current activity of the Bank.

Under the strategic issues, the Board analysed and discussed in detail with the Management Board the situation of the Bank and its activity in a difficult macroeconomic environment, under pressure of the situation on international financial markets, with lower interest rates on the market and a strong competition in the banking sector resulting in high deposit prices.
The Supervisory Board paid a special attention to the liquidity position of the Bank and got acquainted with the information presented by the Management Board in this respect, as well as with the analysis of market risk the aim of which was to assess the scale of market risk of Bank Pekao S.A. and the tools for managing this risk in the context of increased economic and financial risk in comparison with the situation from before the crisis.
In 2009, the Board analysed on a regular basis the following: (i) financial position, (ii) results of sales in the area of products being key to increase of the Bank's results, i.e. mortgage loans, consumer loans, investment funds and bank cards, (iii) assets quality, (iv) risk level, and (v) the level of the Bank's security.
The Board supervised the process of risks management at the Bank, approving the adopted by the Management Board credit risk policy for 2009 as well as the investment policy and the assets and liabilities management policy for 2009. The following reports were analysed with due diligence: quarterly reports on financial risks management as well as the reports on the credit portfolio and loan workout activity, the report on operational risk management and the report on activity of the Compliance Office.
It should be emphasised that the Supervisory Board, through the Audit Committee, analysed also a number of other important areas connected with risks management and security of the Bank, such as business continuity management, security of the Bank's information systems, counteracting money laundering, client's complaints and insurance policy of the Bank.

In accordance with the competences defined in the Banking Law Act and the relevant internal regulations of the Bank and the UniCredit Group, the Board considered the motions and took decisions on credit transactions concerning members of the Supervisory Board and Management Board, the persons holding managerial positions at the Bank, the entities related to such persons and the persons included in the list of "corporate officers" of the UniCredit Group.

Performing its statutory duties, the Board analysed and assessed the motions and reports addressed by the Management Board to the General Meeting.
The Board issued opinions on the quarterly and semi-annual consolidated financial statements of the Capital Group of Bank Pekao S.A., prepared in accordance with the International Financial Reporting Standards.

The Board also got acquainted with the recommendations of the external auditor issued after examination of the financial statement for 2008 and acknowledged the information on the position of the Management Board as to the contents of the aforementioned recommendations and the status of their implementation.
The Board also performed an in-depth analysis of other areas and fields of activity of the Bank, including in particular: (i) the position of the Bank viewed against the background of the banking sector, (ii) macroeconomic conditions and the Bank's environment, (iii) relations with investors and analysts, and (iv) activity of particular committees of the Board.
The Board was interested in the internal audit function at the Bank and implementation of the plan of internal controls in 2009. The Supervisory Board analysed on semi-annual basis the reports on activity of the Internal Audit Department. The Board approved the the internal control procedures contained in the Ordinance: "The Internal Control System at Bank Polska Kasa Opieki Spółka Akcyjna" and considered the information on the annual review of the Internal Control System at the Bank.

The Supervisory Board attached much weight to the implementation of projects aimed at adjusting the Bank to the requirements stemming from the guidelines of the Basel Committee of Banking Supervision – Basel II, considered the reports on the status of implementation of the Basel II AIRB Project and got acquainted with the information concerning the works on drawing up the applications by the Bank addressed to the Polish and Italian supervision authorities requesting consent for the Bank to use the statistical methods to calculate the capital requirements resulting from credit risk and operational risk. Those applications were submitted by the Bank to the above-mentioned authorities initiating in that way the process of their approval.

The Supervisory Board acknowledged the annual report on review of the Procedure concerning the Internal Capital Adequacy Assessment Process (ICAAP) and approved the updated ICAAP Procedure. The Board also acknowledged the contents of the document: "Basel II – Credit Risk: Annual Audit Report" prepared by the Internal Audit Department on the basis of the carried out control concerning the calculation, with the use of standard method, and reporting of minimal capital requirement resulting from credit risk. The Board also considered and accepted the report on annual review of the ICAAP process implemented by the Internal Audit Department.

Members of the Supervisory Board participated in the training titled: "Basel II – Through the Pillars to Compliance".

An important issue discussed at the meetings of the Supervisory Board was the capital adequacy and capital management under conditions of big fluctuations on the market. In this area of interest, the Supervisory Board analysed once a quarter the reports on capital management and it accepted the following documents: (i) the procedure: "Capital Planning Handbook in Bank Pekao S.A.", (ii) "Capital Management Strategy – 2009", (iii) the procedure: "Capital Management Hanbook in Bank Pekao S.A." and (iv) the procedure: "Available Financial Resources in Bank Pekao S.A.".

The Supervisory Board also considered the motions concerning sale of real estates, in accordance with its competences defined in § 18 p. 16 of the Bank's Statute. The Board also analysed the financial standing of the Bank's subsidiary companies, considering on semi-annual basis a detailed report on activity of those companies.

IV. Assessment of reports of the Management Board of the Bank and the Capital Group in 2009, financial statements of the Bank and the Capital Group for 2009, and the motion of the Management Board concerning the distribution of net profit for 2009.

The Supervisory Board of Bank Pekao S.A., acting in accordance with art. 382 § 3 of the Code of Commercial Companies and performing its statutory duties, assessed the reports of the Management Board of the Bank and the Capital Group in 2009 as well as financial statements of the Bank and the Capital Group for 2009 in terms of their consistency with the books, documents and the factual state.
As a result of this assessment and having got acquainted with the opinions and reports of the auditor, KPMG Audyt Sp. z o.o., on examination of financial statement of Bank Pekao S.A. for 2009 and the consolidated financial statement of the Capital Group of Bank Pekao S.A. for 2009, the Board issues a positive opinion on the achieved results and recommends to the General Meeting to adopt the resolutions approving those statements.
Putting forward this recommendation, the Board took into consideration that:

1) the Bank generated in 2009 the net profit in the amount of 2.462,3 mln PLN; the consolidated net profit of the Bank Pekao S.A. Group totalled 2.421,3 mln PLN, the return on average equity of the Bank was 14,7%, and of the Capital Group 14,1%. The strong capital and liquidity structure of the Group, with the capital adequacy ratio at the end of 2009 amounting to 16,2%, and the loans to deposits ratio of 81,7%, allow for further stable and safe development of activity of the Bank,

2) the results achieved in 2009 proved the Bank's strength and its resistance to economic turmoil. The Bank achieved good results although it operated in a difficult macroeconomic environment under pressure of the situation on international financial markets, with lower market interest rates and high prices of deposits, which was the consequence of a strong competition on the part of banks striving to improve their liquidity and structure of financing. Those results were achieved thanks to the Bank's activity on the market, which resulted in increase of consumer and mortgage loans as well as in the considerable increase of the volume of deposits,
3) The Bank and the companies belonging to the Group continued the effective costs management as a result of which the operating costs dropped by 3% year-to-year,

4) The Bank effectively managed the credit risk and continued the conservative policy in this respect. Thanks to such conservative approach, the credit portfolio of the Bank did not deteriorate as much as the credit portfolio in the banking sector on average, and the credit risk cost at the level of 0,69 p.p. confirms the competitive edge of the Bank in this respect.

The Board assessed the motion of the Management Board on distribution of the net profit for 2009.
The Board issued a positive opinion on this motion and taking into consideration the fact that:

a) in December 2009, the capital adequacy ratio of the Bank reached the level of 15,64%, excluding the net profit for 2009, and the capital adequacy ratio for the Group is higher and reached the level of 16,24%; such a strong capital base ensures a safe position to the Bank even in a situation of fluctuations on the market and enables to pursue development plans,

b) the macroeconomic forecast for Poland shows further stabilisation on the market in 2010; the progressive stabilisation can be observed also on the international markets,

c) the capital adequacy ratio of the Bank remains at the level higher than the average level for the Polish banking which amounts to 13,30% as at December 2009.

The Board decided to recommend to the General Meeting the distribution of the net profit of Bank Polska Kasa Opieki S.A. for 2009 in the amount of 2 462 263 195, 94 PLN in such a way that:

a) the amount of 761 096 398,60 PLN is earmarked for dividend,

b) the amount of 1 601 166 797,34 PLN is earmarked for reserve capital,

c) the amount of 100 000 000,00 PLN is earmarked for the general risk fund for unidentified risk of running banking activity.

According to the above-mentioned recommendation, the dividend will be paid in the amount of 2,90 PLN per one share, which translates into dividend payout rate of 30,91% of the net profit of the Bank for 2009 (31,56% of the net profit of the Group). After the remaining portion of the net profit for 2009 is accounted to the equity capital, the capital adequacy ratio for the Bank should amount to 17,62%, whereas the consolidated capital adequacy ratio should equal 18,08%.

In accordance with the Best Practices of the WSE Listed Companies, the Supervisory Board assessed the situation of the Bank in 2009 and assessed its work in 2009. Those documents have been enclosed to this report.
When assessing the Management Board of the Bank, the Board took into consideration, among other things, the following: (i) good financial results, (ii) the strengthened leadership position in the Polish banking sector in 2009, (iii) high level of the Bank's security, (iv) effectiveness of operational activity, (v) effective and consistent risk management, (vi) structural strength of the balance sheet and capital, (vii) tight costs control, and (viii) effective internal audit.

Bank Pekao S.A. has solid foundations to take the full advantage of opportunities resulting from sustainable growth and further improvement of effectiveness. Withstanding safely the global financial crisis and economic slowdown in Poland provides ground to expect that the Bank is well prepared for the challenges of the year 2010 resulting from uncertainty as to prospects of economic growth, both globally and in Polish economy. It is evidenced by the healthy balance sheet, strong capital base and a conservative approach to risk.
In the opinion of the Supervisory Board, the potential and strong foundations of Bank Pekao S.A. also provide ground to expect the good commercial and financial results in the current year and in the following years.
Taking into consideration the above, the Supervisory Board recommends to the General Meeting to acknowledge, in accordance with art. 395 § 2 p. 3 of the Code of Commercial Companies, the fulfilment of duties of the following members of the Management Board: Messrs Jan Krzysztof Bielecki, Luigi Lovaglio, Diego Biondo, Marco Iannaccone, Andrzej Kopyrski, Grzegorz Piwowar and Marian Ważyński in 2009, and Mr Paolo Iannone for the day of 1 January 2009.
The Supervisory Board recommends to the General Meeting not to acknowledge the fulfilment of duties of Ms Katarzyna Niezgoda-Walczak in the period from 1 January to 17 April 2009.
Taking into consideration the activity in 2009 presented above, the Supervisory Board recommends to the General Meeting, in accordance with art. 395 § 2 p. 3 of the Code of Commercial Companies, to acknowledge the fulfilment of duties of the following members of the Supervisory Board: Messrs Jerzy Woźnicki, Paolo Fiorentino, Federico Ghizzoni, Paweł Dangel, Oliver Greene, Enrico Pavoni, Leszek Pawłowicz and Krzysztof Pawłowski in 2009,

Mr Fausto Galmarini for the period from 1 January 2009 to 5 May 2009 and Ms Alicja Kornasiewicz for the period from 6 May 2009 to 31 December 2009.

Report on the Activity of Audit Committee in 2009

Composition

The Audit Committee comprises five members of whom three are independent Directors and two are Directors that are affiliated with the UniCredit Group. The Members of the Audit Committee are: Paolo Fiorentino, Federico Ghizzoni, Oliver Greene (Chair), Leszek Pawłowicz and Jerzy Woźnicki. Messrs Greene, Pawłowicz and Woźnicki are considered to be independent. There were no changes in the composition of the Committee during the period.

Audit Committee Responsibilities and Remuneration of the Members

No change has been made to the scope of responsibilities of the AC during the year.

The President and General Manager of the Management Board as well as other Members of management whose functions are relevant to the meeting agenda attend the Committee meetings. The Committee also meets in private with the External Auditors.

Semi-annually the Audit Committee formally reports to the Supervisory Board on the work it has undertaken together with any recommendations thereon.

The Members of the Audit Committee receive no remuneration additional to that they receive as Members of the Supervisory Board.

Appointment of Auditors

KPMG has been appointed to be External Auditor for the years 2007-2009 in line with the UniCredit Group policy to have one auditor for the Group and they continued their assignment during the period.

Provision of non-audit services by the External Auditors.

The Bank's general policy is to safeguard the independence of the audit function by limiting the services provided by the External Auditor to those it performs as auditor. The provision of any other service requires approval from the Audit Committee and from the Supervisory Board.

Audit Committee Meetings

During 2009 the Audit Committee met 6 times [4 Feb, 11 March, 9 June, 31 July, 13 Oct, 11 Dec]. Two of these meetings were scheduled to coincide with the submission of the 2008 year-end and 2009 interim financial statements to the Supervisory Board for approval.

Date	Participating Members
4 February	O. Greene - Chairman, F. Ghizzoni, L. Pawłowicz, J. Woźnicki
11 March	O. Greene - Chairman, L. Pawłowicz, J. Woźnicki

9 June	O. Greene - Chairman, P. Fiorentino, L. Pawłowicz, J. Woźnicki
31 July	O. Greene - Chairman, L. Pawłowicz, J. Woźnicki
13 October	O. Greene - Chairman, L. Pawłowicz, J. Woźnicki
11 December	O. Greene - Chairman, F. Ghizzoni, L. Pawłowicz, J. Woźnicki

Principal Functions performed by the Audit Committee during 2009

The Committee received and reviewed with the Management and with the External Auditors as required:

- The Audited Consolidated Financial Statements for the year 2008 and recommended the approval of these to the Supervisory Board. The Committee concluded that these statements fairly represented the financial status of the Bank in accordance with International Financial Reporting Standards.
- The limited review of statutory June 2009 half-year consolidated and standalone condensed financial statements under IFRS and additional interim consolidated reporting package for UniCredit and recommended to the Supervisory Board approval of the interim financial statements of the Bank and the Group.
- Discussed with the Management the situation in the local banking market in the face of the international financial crisis.
- Discussed with the Management the action plan addressing the findings resulting from the KNF general inspection.
- Reviewed the regular updates on the status of completion of recommendations issued by the Banking Supervisory Authority and the Bank's External Auditors and the Management response thereto.
- Discussed matters related to other areas within the Committee terms of reference including reports on Risk Management (Basel II – Credit Risk Annual Audit Report), Business Continuity, Anti-Money Laundering, Compliance, IT infrastructure, customer complaints, insurance policy, solutions for information protection and the Italian "Savings Law" project (including approval of KPMG involvement) aiming to ensure that internal controls in preparing financial reports and ensuring the accuracy of financial data are in compliance with that Law.
- Discussed HR issues in a private meeting with the Management.

In relation to the Internal Audit Function the Committee also:

- Approved the 2009 Audit Plan and recommended its approval to the Supervisory Board.

- Reviewed the reports of the Head of Internal Audit on Internal Audit activities in 2008 and in three quarters of 2009 and the status of implementation of recommendations made to Senior Management in relation thereto.
- Reviewed the Basel II – Credit Risk Annual Audit Report.
- Reviewed a monthly Internal Audit reporting model aimed to reinforce monitoring of action plans on critical issues and to support Top Management in managing and closing critical findings.

External Auditors

Members of the Committee have met with the External Auditors without Management present. Additional audit related work aimed to support the preparation of the documentation describing the process of preparing financial reports was assigned, with the Audit Committee's consent, to KPMG.

Conclusion

The Audit Committee considers that it has fulfilled its terms of reference for the year ended 31 December, 2009.

Report on the activity of Remuneration Committee in 2009

1. Remuneration Committee operates in the Bank following the Supervisory Board Resolution No. 2/00 as of January 24th, 2000 and according to the Rules of Procedure of the Supervisory Board of Bank Polska Kasa Opieki S.A. as of September 17th, 2003.

   Members of the Committee have been*):
   1) Mr. Paolo Fiorentino;
   2) Mr. Federico Ghizzoni;
   3) Mr. Enrico Pavoni;
   4) Mr. Jerzy Woźnicki.

   HR Division of Bank Pekao SA is preparing and submitting motions for the Committee decisions, which are then documented with appropriate minutes after each meeting.

2. The key duties of the Committee are related to:
   - setting the remuneration of the Management Board;
   - approving the remuneration policy for the Bank's Management;
   - submitting to the General Meeting of Shareholders the proposals on the remuneration of the Supervisory Board.

3. In 2009 four meetings took place (see the table below):

MEETINGS	KEY TOPICS
April 24th, 2009	Management Board 2008 MbO results settlement approval.
October 13th, 2009	Change of the employment form for three of the Management Board Members' – movement from civil contracts to the employment agreements. Extension of employment contract with one of the Management Board

	Members.
November 6th, 2009	Management Board MbO 2009 scorecards approval together with bonus ranges of Board Members.
November 24th, 2009	Approval of the termination conditions of employment contract and changes condition to the non-competition agreement of President's of the Management Board.

The Remuneration Committee usually meets on "as needed" basis.
*) as 31st December 2009

Report on the activity of Financial Committee in 2009

The Finance Committee, which objective is to perform the supervision over the execution of financial targets, acts under the resolution of the Supervisory Board.

Members of the Committee as of 1st January 2009:
Paolo Fiorentino
Federico Ghizzoni
Enrico Pavoni

At the first meeting of the new term of office on 9th June 2009, the Supervisory Board appointed the Finance Committee composed of: Mr Federico Ghizzoni, Mrs Alicja Kornasiewicz and Mr Enrico Pavoni

Members of the Committee as of 31st December 2009:
Federico Ghizzoni
Alicja Kornasiewicz(*)
Enrico Pavoni

The Members of the Committee are advised by(**): Patryk Borzęcki, Alessandro Brusadelli, Valeria De Mori, Csilla Ihasz, Carlo Marini, Secondino Natale, Eadberto Peressoni, Angelo Pirone, Maria Daria Romisondo, Aldo Soprano and Francesco Vercesi. The advisors to the Members of the Committee are obliged to keep all the information obtained in the course of activities confidential.

The Committee activity and discussions in 2009 focused on:

- current financial results,
- analyses of deviations from the budget,
- specific matters regarding net interest margin, development of volumes of deposits and loans and one-off transactions,
- evaluation of the credit, liquidity and operational risk,
- evaluation of the financial situation of the Bank in the light of the current situation on the global financial markets and in the Polish banking system

(*) until 12th January 2010
(**) as of 31st December 2009

Assessment of standing of Bank Polska Kasa Opieki Spółka Akcyjna in 2009 prepared by the Supervisory Board in accordance with Code of Best Practice for WSE Listed Companies

The Supervisory Board of Bank Polska Kasa Opieki S.A. has assessed positively the results achieved by the Bank and the Capital Group of Bank Pekao S.A. in 2009.
The Bank generated a net profit in the amount of 2.462,3 mln PLN; the consolidated net profit of the Bank Pekao S.A. Group totalled 2.421,3 mln PLN, the return on equity of the Bank amounted to 14,7%, and of the Capital Group: 14,1%. A strong capital and liquidity structure of the Group, with the capital adequacy ratio at the end of 2009 amounting to 16,2%, and the loans to deposits ratio of 81,7%, allow for further stable and safe development of activity of the Bank.
The results achieved in 2009 have proved the Bank's strength and its resistance to economic turmoil. The Bank achieved good results although it operated in a difficult macroeconomic environment under pressure of the situation on international financial markets, with lower market interest rates and high prices of deposits, which was the consequence of a strong competition on the part of banks striving to improve their liquidity and structure of financing. Those results were achieved thanks to the Bank's activity on the market, which resulted in increase of consumer and mortgage loans as well as in the considerable increase of the volume of deposits.
The Bank and the companies belonging to the Group continued the effective costs management as a result of which the operating costs dropped by 3% year-to-year.
The Bank effectively managed the credit risk and continued the conservative policy in this respect. Thanks to such conservative approach, the credit portfolio of the Bank did not deteriorate as much as the credit portfolio in the banking sector on average, and the credit risk cost at the level of 0,69 p.p. confirms the competitive edge of the Bank in this respect. It should be emphasised that the Bank consistently continued the policy of offering mortgage loans only in PLN. The mortgage loans denominated in foreign currencies account only for 7,2% of total credit portfolio of the Bank and almost all of them are the effect of incorporation of a part of Bank BPH in 2007.
The results achieved in 2009 confirm that the Bank safely went through the international financial crisis and generated a significant net profit in a year which was difficult for the whole banking sector. The solid foundations of the Bank proved to be resistant to market turmoil, whereas the conducted policy of sustainable growth enabled Bank Pekao to strengthen its position as the most stable bank in the Polish banking sector in terms of effectiveness.
The activity of the Bank in 2009 gained wide recognition, which is evidenced by the received awards and distinctions, including the titles of the best bank in Poland granted by the renowned financial magazines: The Banker, Euromoney and Global Finance.

In the opinion of the Supervisory Board, the economic and financial standing of Bank Pekao S.A. is good. The Bank meets all the requirements of safe operation and capital adequacy and it ensures safety of funds entrusted by clients.

The internal control system at Bank Pekao S.A. is based on three pillars – (i) line controls, (ii) risk management controls, and (iii) internal audit – which are assigned to different structures and departments in order to reduce the risk associated with credit, financial and operational activity. The internal control system is characterised by the complete and comprehensive approach. The dedicated structures fully cover the most important risk areas at the above-mentioned three levels of control. The Management Board regularly analyses the reports on activity of the Internal Audit Department and it supervises the implementation of recommendations and suggestions resulting from the performed audits. The Supervisory Board and the Audit Committee approve the annual plan of internal audits and they consider the periodic reports on activity of the Internal Audit Department. The Supervisory Board assesses well the co-operation with the Internal Audit Department.

The Supervisory Board assesses positively the risks management system existing at the Bank. This system covers the risks resulting from financial instruments, i.e. the credit risk, financial risk (liquidity and markets risks) as well as operating risk and compliance risk. The management of risks has a complete, consolidated nature and it covers all the Bank's units, including subsidiary companies. The credit risk, financial risk and operating risk are managed by the Risks Management Division supervised by Vice President Diego Biondo who reports directly to Mr Luigi Lovaglio, First Vice President of the Management Board, whereas the compliance risk is managed by the Compliance Office supervised by President of the Management Board.

The Management Board is responsible for accomplishing the strategic goals concerning risks management, whereas the Supervisory Board exercises supervision of compliance of the Bank's policy in terms of risk with the strategy and financial plan of the Bank.

An important role in risks management is played by the committees operating within the structure of the Bank's Head Office: the Credit Committee of the Bank – in terms of credit risk management, the Assets, Liabilities and Risks Committee – in terms of market and liquidity risks, the Operational Risk Committee and the Bank's Security Committee – in terms of operational risk management. The effective risks management is one of the Bank's strong assets.

As of January 2008 the Bank complies with the regulations established by the supervision authorities introducing the requirements resulting from guidelines of the Basel Committee of Banking Supervision – Basel II. According to the supervisory requirements, the Management Board of the Bank exercises a direct supervision of the Bank's adjustment to the requirements of the New Capital Accord (NCA) and is informed about all the actions, and their results, connected with implementation of the NCA.

Under the aforementioned actions in 2009, the Bank prepared and submitted applications to the Polish supervision authorities requesting approval to use by the Bank the statistical methods to calculate the capital requirements resulting from credit risk and operational risk, and this started the process of approval of these methods. The Supervisory Board assesses positively the Bank's actions in the above-mentioned respect.
Summing up, the Supervisory Board assesses the position of the Bank as good. This assessment is justified by: (i) good financial results, (ii) the strengthened in 2009 leadership

position in the Polish banking sector, (iii) high level of the Bank's security, (iv) effectiveness of operational activity, (v) effective and consistent risk management, (vi) the structural strength of balance sheet and capital, (vii) tight costs control, and (viii) the effective internal audit.

The Supervisory Board is pleased to emphasise that a negative impact of macroeconomic situation upon the financial performance of Bank Pekao S.A. was less severe than in the banking sector thanks to the rational credit policy, which has been applied for years, and the fact that the Bank did not involve itself and its clients in financial operations characterised by excessive risk.

Bank Pekao S.A. has solid foundations to take the full advantage of opportunities resulting from sustainable growth and further improvement of effectiveness. Withstanding safely the global financial crisis and economic slowdown in Poland provides ground to expect that the Bank is well prepared for the challenges of the year 2010 resulting from uncertainty as to prospects of economic growth, both globally and in Polish economy. It is evidenced by the healthy balance sheet, strong capital base and a conservative approach to risk.

In the opinion of the Supervisory Board, the potential and strong foundations of Bank Pekao S.A. also provide ground to expect the good commercial and financial results in the current year and in the following years.

Evaluation of work of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2009 prepared by the Supervisory Board in accordance with Code of Best Practice for WSE Listed Companies

a) Evaluation of composition and organisation of the Supervisory Board

The Supervisory Board of Bank Pekao S.A. consists of nine members.

In the period from 1 January 2009 to 5 May 2009, the composition of the Supervisory Board was the following:

Jerzy Woźnicki – Chairman,

Paolo Fiorentino – Vice Chairman and Secretary of the Board,

Federico Ghizzoni – Vice Chairman,

Members:

Paweł Dangel,

Fausto Galmarini,

Oliver Greene,

Enrico Pavoni,

Leszek Pawłowicz,

Krzysztof Pawłowski.

In accordance with § 15 sect. 2 p 1 of the Bank's Statute, the mandates of Members of the Supervisory Board expired on 5 May 2009, i.e. as of the day when the Ordinary General Meeting of Bank Pekao S.A., approving the financial statement for the last full reporting year of performance of function of member of the Supervisory Board, was held. As a result, the Ordinary General Meeting elected Members of the Supervisory Board for the next joint term of office – lasting three years and starting as of 6 May 2009 – appointing the following persons as Members of the Supervisory Board: Paweł Dangel, Paolo Fiorentino, Federico

Ghizzoni, Oliver Greene, Alicja Kornasiewicz, Enrico Pavoni, Leszek Pawłowicz, Krzysztof Pawłowski and Jerzy Woźnicki.

At the first meeting of the new term of office on 9 June 2009, the Supervisory Board appointed again Mr J.Woźnicki as Chairman of the Board, Mr P.Fiorentino as Vice Chairman and Secretary of the Board, and Mr F.Ghizzoni as Vice Chairman of the Board.

As at 31 December 2009, the composition of the Supervisory Board was as follows:

Jerzy Woźnicki – Chairman,
Paolo Fiorentino – Vice Chairman and Secretary of the Board,
Federico Ghizzoni – Vice Chairman,
Members:
Paweł Dangel,
Oliver Greene,
Alicja Kornasiewicz,
Enrico Pavoni,
Leszek Pawłowicz,
Krzysztof Pawłowski.

On 12 January 2010, Ms Alicja Kornasiewicz, Member of the Supervisory Board, tendered her resignation from the held position in connection with her appointment to the Management Board of Bank Pekao S.A.
In 2009 the committees of the Supervisory Board continued their activity: (i) audit committee, (ii) remuneration committee, and (iii) finance committee.
As at 1 January 2009, the Committees of the Board were composed of the following persons:
- the Audit Committee: O.Greene – Chairman, P.Fiorentino, F.Ghizzoni, L.Pawłowicz and J.Woźnicki.
- the Remuneration Committee: P.Fiorentino, F.Ghizzoni, E.Pavoni and J.Woźnicki.
- the Finance Committee: P.Fiorentino, F.Ghizzoni and E.Pavoni.

At the first meeting of the new term of office on 9 June 2009, the Supervisory Board appointed again the Audit Committee and Remuneration Committee composed of the same members, whereas Ms Alicja Kornasiewicz was appointed to the Finance Committee replacing Mr Paolo Fiorentino.
The Supervisory Board is organised in a way adequate to the requirements envisaged in the Code of Commercial Companies, in the Bank's Statute and adequately to the needs of the Bank. The Board is composed of Chairman and two Vice Chairmen. One of the Vice Chairmen, Mr P.Fiorentino, performs at the same time the function of Secretary. Having two Vice Chairmen on the Board exerts a positive influence upon the Board's work and makes it possible to take decisions effectively in case of absence of Chairman.
The Supervisory Board Committees make the operation of the Board efficient and they guarantee that decisions taken at the Board meetings are considered after detailed analysis of the given case.

According to requirements set forth in § 14 par. 3 of the Statute, at least one half of members of the Supervisory Board, including Chairman of the Supervisory Board, i.e. Mr J.Woźnicki, Mr P.Dangel, Ms A.Kornasiewicz, Mr E.Pavoni, Mr L.Pawłowicz and Mr K.Pawłowski, possessed testimonials of good knowledge of the banking market in Poland due to the joint fulfilment of the following criteria:

1) gained professional experience on the Polish market adequate to performance of the supervisory function at the Bank,
2) permanent place of residence in Poland,
3) knowledge of the Polish language.

According to declarations presented by the Board members, six members of the Supervisory Board satisfied the criteria of independence defined in § 14 par. 5 of the Bank's Statute, i.e. Messrs J.Woźnicki, P.Dangel, O.Greene, E.Pavoni, L.Pawłowicz, K.Pawłowski, whereas Mr P.Fiorentino, Mr F.Ghizzoni, Mr F.Galmarini and Ms A.Kornasiewicz performed managerial and supervisory functions within the UniCredit Group which is a strategic investor of the Bank.
In the assessment of the Board, the number of independent Supervisory Board members ensures control in case of any material conflict of interest involving Board members. The independent members of the Board are free of any associations that might bear a material impact upon their capacity to take impartial decisions and they play a significant role in the key areas of the Board's operation, and particularly in the Audit Committee.

b) Evaluation of members of the Supervisory Board, including their work on the Board Committees
The Board members have the required knowledge and experience and they devote to their duties the necessary time and attention. In their work they are guided by the interest of the Bank as well as independent judgements and opinions. The Board members come from different environments. Among them there are bankers, representatives of business circles and representatives of institutions of higher education. Such diversity has a positive influence upon the Board's work because it allows viewing the Bank's matters from different perspectives. The composition of the Supervisory Board has an international nature. Among the Board members there are Poles, Italians and a British citizen who represent different business cultures and have different experiences in this respect. All the aforementioned features enrich the Board as well as strengthen its independence and effectiveness in exercising supervision of the Bank's activity.

Prof. Jerzy Woźnicki has been a Member of the Supervisory Board of Bank Pekao S.A. since 10 September 1999. Until 19 January 2005 he performed the function of Vice Chairman of the Board, and he has been the Board's Chairman since 20 January 2005. Mr. J.Woźnicki is a professor of technical sciences. He was the Dean of the Electronics and IT Faculty and then the Rector of the Warsaw University of Technology where he has gone through all the levels of scientific career from assistantship to the position of full professor. The scope of his research activity covers, besides the IT technologies, the issues concerning the society of knowledge and knowledge-based economy. For many years Prof. J.Woźnicki has been involved in business activities. He was, inter alia, President of Softex Sp. z o.o., Vice Chairman of the Supervisory Board of PKN Orlen S.A., member of the Board of Innovation Centre FIRE. During over ten years of work on the Supervisory Board of Bank Pekao S.A., Prof. J.Woźnicki has gained a considerable expertise and experience in terms of banking and operation of the Bank. As Chairman of the Board he is a competent person knowing very well the procedures and effectively managing the Board's work. Prof. J.Woźnicki acts actively for proper relations between the Bank and the authorities of financial supervision in Poland. Mr Chairman organises the Board's work very well and he takes care about effectiveness of decision-making process. Mr. J.Woźnicki also actively participates in works of the Audit Committee and Remuneration Committee.

Mr Paolo Fiorentino has been a Member of the Supervisory Board, its Vice Chairman and Secretary since 4 November 2003. He performs the function of Deputy CEO of the UniCredit

Group and is responsible, among other things, for the Division of Global Banking Services. Mr P.Fiorentino is the exceptionally competent person knowing the overall banking activity, taking into consideration the fact that during his rich professional career he has dealt with all aspects of banking at various decision-making levels. He also knows the overall activity of Bank Pekao S.A. very well because in the years 1999-2003 he held the position of Vice President of the Management Board, COO. The expertise and experience of Mr P.Fiorentino are of vital significance to the Supervisory Board's work. His recommendations, comments and remarks concerning the operation of the Bank are very valuable and they refer not only to the current activity but also to issues of strategic nature. Mr P.Fiorentino is a member of the Audit Committee and the Remuneration Committee. Until 5 May 2009, he was also a member of the Finance Committee.

Mr Federico Ghizzoni has been a Member of the Supervisory Board and its Vice Chairman since 25 July 2007. Since the beginning of his professional career he has been associated with UniCredit in which he has performed a number of managerial functions both in Italy and abroad. Within the UniCredit Group he currently performs the function of the Head of Polish Markets Division. Mr F.Ghizzoni also knows the Polish banking market very well because in the years 2000-2002 he worked as Executive Director responsible for corporate and international banking of Bank Pekao S.A. Mr F.Ghizzoni is a very competent person having the big expertise and experience in all aspects of banking activity. In his work for the Board he is focused both on strategic issues and on the current matters related to accomplishing the financial plan and risks management. He attaches much weight to consistence and coordination of the Bank's operations with the activity of UniCredit Group. Mr F.Ghizzoni also very actively participates in works of the Audit Committee, Remuneration Committee and Finance Committee.

Mr Paweł Dangel has been a Member of the Supervisory Board since 10 September 1999. He holds the position of President of the Management Boards of Towarzystwo Ubezpieczeniowe Allianz Polska S.A. and Towarzystwo Ubezpieczeniowe Allianz Życie Polska SA. Before, he performed a number of managerial functions with insurance companies in Great Britain and Poland. He has a wide experience in insurance and finance. He is a competent person knowing the operation of financial institutions. Mr Paweł Dangel supports the Supervisory Board with his expertise primarily in terms of conditions of running business activity in Poland and in terms of financial risk management.

Mr Fausto Galmarini was a Member of the Supervisory Board in the period from 27 November 2000 to 5 May 2009. Since the beginning of his professional career he was associated with the banking sector and financial institutions. For many years he held the position of Director of the Credit Department at UniCredito Italiano, and subsequently General Director of UniCredit Factoring S.p.A. He is highly competent in such issues as: credit risk management, segmentation of clients, cross-selling, assessment of credit portfolio quality, credit scoring and rating systems as well as loan workout.

Mr Oliver Greene has been a Member of the Supervisory Board since 1 June 2004. In his rich professional career Mr. O.Greene has held a number of high managerial positions in the renowned financial institutions, i.e. Citibank, Bankers Trust Company, The Chase Manhattan Bank, Union Bank of Switzerland, European Bank for Reconstruction and Development. He has enormous knowledge and wide experience in corporate and international banking, planning and controlling, risks management, loan workout, mergers and acquisitions, leasing etc. He very actively participates in the Supervisory Board's meetings. He analyses all aspects of the Bank's activity with due diligence. Mr O.Greene attaches much weight to protection of interests of minority shareholders, good relations with investors and the co-operation with

auditor and the banking supervision authorities. What is particularly worth-emphasising is the activity of Mr O.Greene as Chairman of the Audit Committee. Thanks to work and involvement of Mr Greene, this Committee operates according to the best practices and standards and supports the Board, among other things, in examining financial statements, exercising supervision of the internal audit function at the Bank, and in analysing the issues concerning risks management and the Bank's security etc.

Ms Alicja Kornasiewicz was a Member of the Supervisory Board since 6 May 2009. On 12 January 2010, she tendered her resignation from the position held due to her appointment to the Management Board of Bank Pekao S.A. During her work on the Supervisory Board of Bank Pekao S.A., she performed the function of President of the Management Board of UniCredit CAIB Poland S.A. She also managed UniCredit CAIB AG in Austria. She was responsible for the investment banking of the UniCredit Group in the region of Central and Eastern Europe and she performed the function of Member of the Executive Committee of UniCredit Markets and Investment Banking. Ms Alicja Kornasiewicz has a big knowledge and a wide experience in the field of finance, accounting, economy and business, as well as excellent negotiation skills in the private and public sectors. She is a certified auditor and she has a PhD degree in economics awarded by the Academy of Economics in Poznań. She is also the author of numerous publications and articles published in the Polish and foreign press as well as speeches and lectures on investment banking and capital market delivered during the conferences and symposia in Poland and abroad. Ms Alicja Kornasiewicz supported the Supervisory Board with her knowledge and experience in the above-mentioned respect and she participated in works of the Finance Committee.

Mr Enrico Pavoni has been a Member of the Supervisory Board since 10 September 1999. Since the beginning of his career he has been associated with the Fiat Group. He has been managing the interests of this Group in Poland since 1978. Currently, he holds the position of President of Fiat Auto Poland S.A. President Pavoni is a well-known and respected person in Polish business circles and he has a great contribution to development of Polish-Italian economic relations. His competences and knowledge about the conditions and prospects of running business activity in Poland constitute a significant contribution to the Board's work. Mr. E.Pavoni participates in works of the Remuneration Committee and Finance Committee.

Mr Leszek Pawłowicz has been a Member of the Supervisory Board since 8 January 1998. He is a professor of economic sciences at the University of Gdańsk, Director of the Gdańsk Banking Academy and Vice President of the Management Board of the Gdańsk Institute for Market Economics. He is also President of the Supervisory Board of the Warsaw Stock Exchange. Professor L.Pawłowicz is an expert in the field of banking and the author of numerous works and articles in this area. His enormous knowledge and experience constitute a substantial contribution to work of the Supervisory Board. During many years of his work on the Supervisory Board, Mr Professor has focused on all aspects of the Bank's activity. His recommendations and comments refer to both the macroeconomic situation and the position of the Bank viewed against the background of the banking sector as well as to the Bank's product offer, risks management and co-operation with the banking supervision authorities. Mr L.Pawłowicz also devotes much attention to the Bank's image and its relations with investors and analysts. He also actively participates in works of the Audit Committee.

Dr Krzysztof Pawłowski has been a Member of the Supervisory Board since 25 July 2007. He was the founder and subsequently he became the rector and currently president of the Higher School of Business – National Louis University in Nowy Sącz, he was also the founder and rector of the Higher School of Business in Tarnów. Mr K.Pawłowski is very active in Polish business circles. He has received a number of prestigious awards and distinctions, including the title of

"Entrepreneur of the Year 2003" in the competition organised by Ernst&Young. His wide experience and big knowledge in the field of business activity substantially support the works of the Supervisory Board.

c) Evaluation of activity of the Supervisory Board

In 2009, the Supervisory Board of Bank Polska Kasa Opieki S.A. exercised permanent supervision of the Bank's activity, in accordance with the rights and obligations provided for in the Code of Commercial Companies and the Bank's Statute.

In 2009, the Supervisory Board held 10 meetings, considered 128 pieces of information, analyses and motions and adopted 75 resolutions. The Board Committees operated actively and substantially supported the Board in taking decisions.

The activity of the Supervisory Board in 2009, just like in the previous years, focused both on strategic issues as well as on the issues pertaining to supervision of the current activity of the Bank. Under the strategic issues, the Board analysed and discussed in detail with the Management Board the situation of the Bank and its activity in a difficult macroeconomic environment, under pressure of the situation on international financial markets and a strong competition in the banking sector.

The Management Board informed on a current basis the Supervisory Board about essential matters related to the Bank's activity and supported the Supervisory Board in decision making process presenting the required information and documents which were prepared at the high professional level. The Supervisory Board assesses its co-operation with the Management Board in 2009 as very good.

The good financial performance of the Bank in 2009, its position in the Polish banking sector, a high level of the Bank's security as well as effective and consistent risk management should also be considered as the result also of effective operation of the Supervisory Board and the very well accomplished tasks and fulfilled duties imposed upon the Board.

Given the above, the activity of the Supervisory Board in 2009 can be assessed as conducted effectively in compliance with the best practices.

During the voting on the resolution the valid votes were cast out of **202.766.120** (two hundred two million seven hundred sixty six thousand one hundred twenty) shares representing **77,29%** of shares in statutory capital. Out of total amount of **202.766.120** (two hundred two million seven hundred sixty six thousand one hundred twenty) of the valid votes **200.881.464** (two hundred million eight hundred eighty one thousand four hundred sixty four) were in favour of the resolution, **126** (one hundred twenty six) were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.

<u>The Resolution was adopted with the required majority of votes.</u>

Mr. Rajmund Pollak, Shareholder, declares that he voted against the resolution and reported his objection to this resolution.

Mr. Dariusz Baran, Shareholder, declares that he voted against the resolution and reported his objection to this resolution.

Mr. Jerzy Bielewicz, Shareholder, on behalf of himself and Stowarzyszenie "Przejrzysty Rynek" declares that he voted against the resolution and reported his objection to this resolution.

Mr. Piotr Kaczmarczyk, plenipotentiary of Shareholder Mr. Michel Marbot, declares that he voted against the resolution and reported his objection to this resolution.

Resolution No. 18
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on establishing that the results of voting on resolutions concerning approving the performance of duties by Members of the Supervisory Board of the Bank and by Members of the Management Board of the Bank shall be announced after all votings concerning those matters

The Ordinary General Meeting resolves as follows:

§ 1. It is established that the results of voting on resolutions concerning approving the performance of duties by Members of the Supervisory Board of the Bank and by Members of the Management Board of the Bank shall be announced after all votings in those matters.

§ 2. The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **198.837.850** (one hundred ninety eight million eight hundred thirty seven thousand eight hundred fifty) shares representing **75,79%** of shares in statutory capital. Out of total amount of **198.837.850** (one hundred ninety eight million eight hundred thirty seven thousand eight hundred fifty) of the valid votes **191.783.844** (one hundred ninety one million seven hundred eighty three thousand eight hundred forty four) were in favour of the resolution, **80** (one hundred twenty) were against and **7.053.926 (**seven million fifty three thousand nine hundred twenty six) abstained.
The Resolution was adopted with the required majority of votes.

Mr. Rajmund Pollak, Shareholder, declares that he voted against the resolution and reported his objection to this resolution.

Resolution No. 19
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties by Member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2009

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of Code of the Commercial Companies and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Jerzy Woźnicki, Chairman of the Supervisory Board, hereby receives approval of his duties performed in the period from 1st January till 31st December 2009.

§ 2.

The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) shares representing **77,08%** of shares in statutory capital. Out of total amount of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) of the valid votes **200.350.453** (two

hundred million three hundred fifty thousand four hundred fifty three) were in favour of the resolution, **126** (one hundred twenty six) were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Mr. Rajmund Pollak, Shareholder, declares that he voted against the resolution and reported his objection to this resolution.

Resolution No. 20
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties by Member of the Supervisory Board
of Bank Polska Kasa Opieki Spółka Akcyjna in 2009

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of Code of the Commercial Companies and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Paolo Fiorentino, Deputy Chairman, Secretary of the Supervisory Board, hereby receives approval of his duties performed in the period from 1st January till 31st December 2009.

§ 2.

The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.235.029** (two hundred two million two hundred thirty five thousand twenty nine) shares constituting **77,08%** of shares in statutory capital. Out of total amount of **202.235.029** (two hundred two million two hundred thirty five thousand twenty nine) of the valid votes **200.350.453** (two hundred million three hundred fifty thousand four hundred fifty three) were in favour of the resolution, **40** (forty) were against and **1.884.536 (**one million eight hundred eighty four thousand five hundred thirty six) abstained.
The Resolution was adopted with the required majority of votes.

Mr. Dariusz Baran, Shareholder, declares that he voted against the resolution no. 19 and reported his objection to this resolution.

Mr. Rajmund Pollak, Shareholder, declares his objection.

Resolution No. 21
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties by Member of the Supervisory Board
of Bank Polska Kasa Opieki Spółka Akcyjna in 2009

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of Code of the Commercial Companies and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Federico Ghizzoni, Deputy Chairman of the Supervisory Board, hereby receives approval of his duties performed in the period from 1st January till 31st December 2009.

§ 2.

The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine)shares representing **77,08%** of shares in statutory capital. Out of total amount of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) of the valid votes **200.350.453** (two hundred million three hundred fifty thousand four hundred fifty three) were in favour of the resolution, **120** (one hundred twenty) were against and **1.884.536 (**one million eight hundred eighty four thousand five hundred thirty six) abstained.
The Resolution was adopted with the required majority of votes.

Mr. Rajmund Pollak, Shareholder, declares that he reports his objection to this resolution.

Resolution No. 22
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties by Member of the Supervisory Board
of Bank Polska Kasa Opieki Spółka Akcyjna in 2009

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of Code of the Commercial Companies and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Paweł Dangel, Member of the Supervisory Board, hereby receives approval of his duties performed in the period from 1st January till 31st December 2009.

§ 2.

The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) representing **77,08%** of those shares in statutory capital. Out of total amount of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) of the valid votes **200.350.453** (two hundred million three hundred fifty thousand four hundred fifty three) were in favour of the resolution, **126** (one hundred twenty six) were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Resolution No. 23
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties by Member of the Supervisory Board
of Bank Polska Kasa Opieki Spółka Akcyjna in 2009

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of Code of the Commercial Companies and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Oliver Greene, Member of the Supervisory Board, hereby receives approval of his duties performed in the period from 1st January till 31st December 2009.

§ 2.

The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) representing **77,08%** of shares in statutory capital. Out of total amount of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) of the valid votes **200.350.453** (two hundred million three hundred fifty thousand four hundred fifty three) were in favour of the resolution, **126** (one hundred twenty six) were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Resolution No. 24
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties by Member of the Supervisory Board
of Bank Polska Kasa Opieki Spółka Akcyjna in 2009

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of Code of the Commercial Companies and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Enrico Pavoni, Member of the Supervisory Board, hereby receives approval of his duties performed in the period from 1st January till 31st December 2009.

§ 2.

The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) representing **77,08%** of shares in statutory capital. Out of total amount of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) of the valid votes **200.350.453** (two hundred million three hundred fifty thousand four hundred fifty three) were in favour of the resolution, **126** (one hundred twenty six) were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Resolution No. 25
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties by Member of the Supervisory Board
of Bank Polska Kasa Opieki Spółka Akcyjna in 2009

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of Code of the Commercial Companies and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Leszek Pawłowicz, Member of the Supervisory Board hereby receives approval of his duties performed in the period from 1st January till 31st December 2009.

§ 2.

The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) shares representing **77,08%** of shares in statutory capital. Out of total amount of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) of the valid votes **200.350.453** (two hundred million three hundred fifty thousand four hundred fifty three) were in favour of the resolution, **126** (one hundred twenty six) were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Resolution No. 26
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties by Member of the Supervisory Board
of Bank Polska Kasa Opieki Spółka Akcyjna in 2009

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of Code of the Commercial Companies and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Krzysztof Pawłowski, Member of the Supervisory Board hereby receives approval of his duties performed in the period from 1st January till 31st December 2009.

§ 2.

The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.235.108** (two hundred two million two hundred thirty five thousand one hundred eight) shares representing **77,08%** of shares in statutory capital. Out of total amount of **202.235.108** (two hundred two million two hundred thirty five thousand one hundred eight) of the valid votes **200.350.453** (two hundred million three hundred fifty thousand four hundred fifty three) were in favour of the

resolution, **125** (one hundred twenty five) were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Resolution No. 27
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties by Member of the Supervisory Board
of Bank Polska Kasa Opieki Spółka Akcyjna in 2009

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of Code of the Commercial Companies and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Fausto Galmarini, Member of the Supervisory Board, hereby receives approval of his duties performed in the period from 1st January till 5th May 2009.

§ 2.

The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) shares representing **77,08%** of shares in statutory capital. Out of total amount of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) of the valid votes **200.350.453** (two hundred million three hundred fifty thousand four hundred fifty three) were in favour of the resolution, **126** (one hundred twenty six) were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Resolution No. 28
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties by Member of the Supervisory Board
of Bank Polska Kasa Opieki Spółka Akcyjna in 2009

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of Code of the Commercial Companies and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mrs. Alicja Kornasiewicz, Member of the Supervisory Board, hereby receives approval of his duties performed in the period from 6th May till 31st December 2009.

§ 2.

The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) shares representing **77,08%**

of shares in statutory capital. Out of total amount of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) of the valid votes **200.350.453** (two hundred million three hundred fifty thousand four hundred fifty three) were in favour of the resolution, **120** (one hundred twenty) were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Mr. Dariusz Baran, Shareholder, stated that he could not report his objections after each voting and he declares that he voted against all Resolutions no. 19-28 and reports his objection to each of those Resolutions.

Mr. Jerzy Bielewicz, Shareholder, on behalf of himself and Stowarzyszenie "Przejrzysty Rynek" declares that he voted against all Resolution except Resolutions No. 20, 21 and 28 and reports his objection to the Resolutions do not cover by those exceptions.

Mr. Rajmund Pollak, Shareholder, declares that he voted against all Resolutions no. 19-28 and reported his objection to each of those Resolutions.

Mr. Piotr Kaczmarczyk, plenipotentiary of Shareholder Mr. Michel Marbot, declares that he voted against all Resolutions no. 19-28 and reported his objection to each of those Resolutions.

Resolution No. 29
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties by Member of the Management Board
of Bank Polska Kasa Opieki Spółka Akcyjna in 2009

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.3 of Code the Commercial Companies and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Jan Krzysztof Bielecki, President of the Management Board, hereby receives approval of his duties performed in the period from 1st January till 31st December 2009.

§ 2.

The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) shares representing **77,08%** of shares in statutory capital. Out of total amount of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) of the valid votes **187.749.540** (one hundred eighty seven million seven hundred forty nine thousand five hundred forty) were in favour of the resolution, **12.601.039** (twelve million six hundred one thousand thirty nine) were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Resolution No. 30
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties by Member of the Management Board
of Bank Polska Kasa Opieki Spółka Akcyjna in 2009

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.3 of Code the Commercial Companies and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Luigi Lovaglio, First Vice President of the Management Board, hereby receives approval of his duties performed in the period from 1st January till 31st December 2009.

§ 2.

The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) shares representing **77,08%** of shares in statutory capital. Out of total amount of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) of the valid votes **187.749.540** (one hundred eighty seven million seven hundred forty nine thousand five hundred forty) were in favour of the resolution, **12.601.039** (twelve million six hundred one thousand thirty nine) were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Resolution No. 31
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties by Member of the Management Board
of Bank Polska Kasa Opieki Spółka Akcyjna in 2009

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.3 of Code the Commercial Companies and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Diego Biondo, Vice President of the Management Board, hereby receives approval of his duties performed in the period from 1st January till 31st December 2009.

§ 2.

The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) shares, representing **77,08%** of shares in statutory capital. Out of total amount of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) of the valid votes **187.749.540** (one hundred eighty seven million seven hundred forty nine thousand five hundred forty) were in favour of the resolution, **12.601.039** (twelve million six hundred one thousand thirty nine)

were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Resolution No. 32
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties by Member of the Management Board
of Bank Polska Kasa Opieki Spółka Akcyjna in 2009

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.3 of Code the Commercial Companies and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Marco Iannaccone, Vice President of the Management Board, hereby receives approval of his duties performed in the period from 1st January till 31st December 2009.

§ 2.

The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) shares representing **77,08%** of shares in statutory capital. Out of total amount of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) of the valid votes **187.749.540** (one hundred eighty seven million seven hundred forty nine thousand five hundred forty) were in favour of the resolution, **12.601.039** (twelve million six hundred one thousand thirty nine) were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Resolution No. 33
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties by Member of the Management Board
of Bank Polska Kasa Opieki Spółka Akcyjna in 2009

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.3 of Code the Commercial Companies and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Andrzej Kopyrski, Vice President of the Management Board, hereby receives approval of his duties performed in the period from 1st January till 31st December 2009.

§ 2.

The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) shares representing **77,08%** of shares in statutory capital. Out of total amount of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) of the valid votes **187.749.540** (one hundred eighty seven million seven hundred forty nine thousand five hundred forty) were in favour of the resolution, **12.601.039** (twelve million six hundred one thousand thirty nine) were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Resolution No. 34
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties by Member of the Management Board
of Bank Polska Kasa Opieki Spółka Akcyjna in 2009

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.3 of Code the Commercial Companies and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Grzegorz Piwowar, Vice President of the Management Board, hereby receives approval of his duties performed in the period from 1st January till 31st December 2009.

§ 2.

The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) shares, representing **77,08%** of those shares in statutory capital. Out of total amount of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) of the valid votes **187.749.540** (one hundred eighty seven million seven hundred forty nine thousand five hundred forty) were in favour of the resolution, **12.601.039** (twelve million six hundred one thousand thirty nine) were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Resolution No. 35
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties by Member of the Management Board
of Bank Polska Kasa Opieki Spółka Akcyjna in 2009

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.3 of Code the Commercial Companies and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Marian Ważyński, Vice President of the Management Board, hereby receives approval of his duties performed in the period from 1st January till 31st December 2009.

§ 2.

The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) shares representing **77,08%** of shares in statutory capital. Out of total amount of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) of the valid votes **187.749.540** (one hundred eighty seven million seven hundred forty nine thousand five hundred forty) were in favour of the resolution, **12.601.039** (twelve million six hundred one thousand thirty nine) were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Resolution No. 36
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties by Member of the Management Board
of Bank Polska Kasa Opieki Spółka Akcyjna in 2009

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.3 of Code the Commercial Companies and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Mr. Paolo Iannone, Vice President of the Management Board, hereby receives approval of his duties performed for the date of 1st January 2009.

§ 2.

The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) shares, representing **77,08%** of shares in statutory capital. Out of total amount of **202.235.109** (two hundred two million two hundred thirty five thousand one hundred nine) of the valid votes **187.749.540** (one hundred eighty seven million seven hundred forty nine thousand five hundred forty) were in favour of the resolution, **12.601.039** (twelve million six hundred one thousand thirty nine) were against and **1.884.530 (**one million eight hundred eighty four thousand five hundred thirty) abstained.
The Resolution was adopted with the required majority of votes.

Resolution No. 37
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties by Member of the Management Board
of Bank Polska Kasa Opieki Spółka Akcyjna in 2009

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.3 of Code the Commercial Companies and pursuant to § 13 p. 4 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

Ms. Katarzyna Niezgoda-Walczak, Vice President of the Management Board, hereby does not receive approval of her duties performed in the period from 1st January till 17th April 2009.

§ 2.

The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.235.069** (two hundred two million two hundred thirty five thousand sixty nine) shares representing **77,08%** of shares in statutory capital. Out of total amount of **202.235.069** (two hundred two million two hundred thirty five thousand sixty nine) of the valid votes **188.069.530** (one hundred eighty eight million sixty nine thousand five hundred thirty) were in favour of resolution, **4.020.574** (four million twenty thousand five hundred seventy four) were against and **10.144.965 (**ten million one hundred forty four thousand nine hundred sixty five) abstained.
The Resolution was adopted with the required majority of votes.

Mr. Rajmund Pollak, Shareholder, declares that he voted against all Resolutions no. 29-37 and reported his objection to each of those Resolutions.

Mr. Jerzy Bielewicz, Shareholder, on behalf of himself and Stowarzyszenie "Przejrzysty Rynek" declares that he voted against Resolution No. 29 and reports his objection to the Resolution.

Mr. Dariusz Baran, Shareholder, stated that he could not report his objections after each voting and he declares that he voted against Resolutions no. 29-36 and reports his objection to each of those Resolutions.

Mr. Piotr Kaczmarczyk, plenipotentiary of Shareholder Mr. Michel Marbot, declares that he voted against Resolution no. 29 and reported his objection to the Resolution.

Shareholder proposed the draft of the following resolution:

Resolution No. 38
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on appointing the Member of the Supervisory Board
of Bank Polska Kasa Opieki Spółka Akcyjna

Acting in accordance with Art. 385 § 1 of the Code of Commercial Companies and pursuant to § 13 pt. 14 of the Bank's Statue, the Ordinary General Meeting resolves hereby as follows:

"Appoints Mr Roberto Nicastro as a Member of the Supervisory Board for the current common term of office of the Supervisory Board, effective on 29th April 2010".

During the voting on the resolution the valid votes were cast out of **202.235.029** (two hundred two million two hundred thirty five thousand twenty nine) shares, representing **77,08%** of shares in statutory capital. Out of total amount of **202.235.029** (two hundred two million two hundred thirty five thousand twenty nine) of the valid votes **175.877.757** (one hundred seventy five million eight hundred seventy seven thousand seven hundred fifty seven) were in favour of the resolution, **3.537** (three thousand five hundred thirty seven) were against and **26.353.735 (**twenty six million three hundred fifty three thousand seven hundred thirty five) abstained.
The Resolution was adopted with the required majority of votes.

Mr. Dariusz Baran, Shareholder, declares that he voted against the resolution and reported his objection to this resolution.

Shareholder proposed the draft of the following resolution:

Resolution No. 39
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on appointing the Member of the Supervisory Board
of Bank Polska Kasa Opieki Spółka Akcyjna

Acting in accordance with Art. 385 § 1 of the Code of Commercial Companies and pursuant to § 13 pt. 14 of the Bank's Statue, the Ordinary General Meeting resolves hereby as follows: "Appoints Mr Sergio Ermotti as a Member of the Supervisory Board for the current common term of office of the Supervisory Board, effective on 29th April 2010".

During the voting on the resolution the valid votes were cast out of **202.235.029** (two hundred two million two hundred thirty five thousand twenty nine) representing **77,08%** of shares in statutory capital. Out of total amount of **202.235.029** (two hundred two million two hundred thirty five thousand twenty nine) of the valid votes **175.877.757** (one hundred seventy five million eight hundred seventy seven thousand seven hundred fifty seven) were in favour of the resolution, **3.537** (three thousand five hundred thirty seven) were against and **26.353.735 (**twenty six million three hundred fifty three thousand seven hundred thirty five) abstained.
The Resolution was adopted with the required majority of votes.

Mr. Dariusz Baran, Shareholder, declares that he voted against the resolution and reported his objection to this resolution.

Resolution No. 40
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
regarding changes in salaries for the members of the Bank's Supervisory Board
of Bank Polska Kasa Opieki Spółka Akcyjna

Acting on the base of art. 392 § 1 of the Code of Commercial Companies and § 13 pt. 15) of the Statue of Bank, the Ordinary General Meeting of the Bank passes the following Resolution:

§1. It is established that starting from 1st May 2010, members of the Supervisory Board shall receive their remuneration according to the following regulations:

1. Monthly remuneration of each Supervisory Board member shall constitute an appropriate multiple of the average pay in the corporate segment, without profit bonus payments in the quarter prior to that in which those payments are made.

2. Amount of remuneration due:

   1) Chairman of the Supervisory Board – 3,6x of the average salary referred to in section 1,
   2) Deputy chairman of the Supervisory Board – 3x of the average salary referred to in section 1,
   3) Deputy and Secretary of the Supervisory Board – 3x of the average salary referred to in section 1,
   4) member of the Supervisory Board – 2,4x of the average salary referred to in section 1.

3. Regardless of the amounts determined as per section 2, any members of the Board who are also part of the Audit Committee are eligible for the following remuneration:

   1) member of the Supervisory Board who is also Chairmen of the Audit Committee – 1x of the average salary referred to in section 1,
   2) member of the Supervisory Board who is also member of the Audit Committee – 0,75x of the average salary referred to in section 1.

§2. The following Resolution is no longer in effect: Resolution No. 13 of the General Shareholder Meeting of Bank Polska Kasa Opieki Spółka Akcyjna - Grupa Pekao S.A., dated on 30.06.1999, concerning salaries for members of the Supervisory Board of Pekao S.A. - Grupa Pekao S.A.,

§3. The Resolution comes into force as of 1st May 2010.

Justification of the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna regarding changes in salaries for the members of the Bank's Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna

Draft of the Resolution aims additional remuneration for the Supervisory Board members also contributing to the Audit Committee having regard for the fact that they have more tasks which require extra workload.

The remaining provisions of remuneration of the members of Supervisory Board shall remain unchanged.

During the voting on the resolution the valid votes were cast out of **202.766.040** (two hundred two million seven hundred sixty six thousand forty) shares, representing **77,08%** of those shares in statutory capital. Out of total amount of **202.766.040** (two hundred two million

seven hundred sixty six thousand forty) of the valid votes **193.381.464** (one hundred ninety three million three hundred eighty one thousand four hundred sixty four) were in favour of the resolution, **40** (forty) were against and **9.384.536 (**nine million three hundred eighty four thousand five hundred thirty six) abstained.
The Resolution was adopted with the required majority of votes.

Mr. Dariusz Baran, Shareholder, declares that he voted against the resolution and reported his objection to this resolution.

Resolution No. 41
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on appointment of the auditor of Bank Polska Kasa Opieki Spółka Akcyjna

Acting on the basis of Art. 395 § 5 of the Commercial Companies Code in connection with § 13 point 17 of the Statute of Bank, the Ordinary General Meeting of the Bank resolves as following:

§ 1. To appoint KPMG Audyt Sp. z o.o. as the entity authorized to audit the financial statements of Bank Polska Kasa Opieki Spólka Akcyjna and consolidated financial statements of Bank Polska Kasa Opieki Spólka Akcyjna Capital Group for the years 2010 and 2011, in compliance with applied by the Bank rules of "Code of Best Practices of WSE Listed Companies" regarding the appointment of the entity authorized to audit financial statement.

§ 2. To authorize the Management Board of the Bank to determine all terms and provisions of the agreement with KPMG Audyt Sp. z o.o. on auditing the financial statements, mentioned in § 1.

§ 3. The Resolution is enacted upon its adoption.

Justification of the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on appointment of the auditor of Bank Polska Kasa Opieki Spółka Akcyjna

The intention of the Management Board of the Bank is to appoint the KPMG Audyt Sp. z o.o. as the entity auditing the Bank's financial statements and consolidated financial statements of the Bank's Capital Group for the next two accounting years, i.e.: for the years 2010 and 2011.

KPMG Audyt Sp. z o.o., according to the concluded agreement, has been auditing financial statements of the Bank and Bank's Capital Group for the consecutive accounting years since 2005 to 2009. Simultaneously entities from the KPMG Group are examining financial statements in the UniCredit Group until the year 2012 inclusive.

Applied by the Bank "Code of Best Practices of WSE Listed Companies", constituting an attachment to the resolution No. 12/1170/2007 of the Supervisory Board of the Stock Exchange in Warsaw Joint Stock Company dated 4 July 2007 recommends to change the entity authorized to audit financial statement of the public company at least once every seven years (point IV.8). Thus, the appointment for the following 2 years is in compliance with applied by the Bank Corporate Governance rules.

During the voting on the resolution the valid votes were cast out of **202.766.040** (two hundred two million seven hundred sixty six thousand forty) shares representing **77,29%** of those shares in statutory capital. Out of total amount of **202.766.040** (two hundred two million seven hundred sixty six thousand forty) of the valid votes **200.891.619** (two hundred million eight hundred ninety one thousand six hundred nineteen) were in favour of the resolution, **46** (forty six) were against and **1.874.375 (**one million eight hundred seventy four thousand three hundred seventy five) abstained.
The Resolution was adopted with the required majority of votes.

Mr. Dariusz Baran, Shareholder, declares that he voted against the resolution and reported his objection to this resolution.

Mr. Jerzy Bielewicz, Shareholder, on behalf of himself and Stowarzyszenie "Przejrzysty Rynek" declares that he voted against the resolution and reported his objection to this resolution.

Mr. Piotr Kaczmarczyk, plenipotentiary of Shareholder Mr. Michel Marbot, declares that he voted against the resolution and reported his objection to this resolution

Shareholder proposed the draft of the following resolution:

Resolution No. 42
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on amendments to the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

The Bank's Ordinary General Meeting resolves as follows:

§ 1. The draft of the resolution on amendments to the Statute of Bank Polska Kasa Opieki Spółka Akcyjna is modified in such way that in Par. 22 section 3 of the Statute after the word "coordination" the following text is added "**according to the Bank's internal regulations"** and in Par. 22 section 1 the point 4) is added after point 3) with the following contents **"Performs general supervision over the activity of the First Vice-President of the Bank's Management Board",** the hitherto points 4) and 5) obtain numbers 5) and 6) and in this point 6) " the comma is put after words "legal service and the following text is added **"compliance office".**

§ 2. The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.764.708** (two hundred two million seven hundred sixty four thousand seven hundred eight) shares representing **77,29%** of those shares in statutory capital. Out of total amount of **202.764.708** (two hundred two million seven hundred sixty four thousand seven hundred eight) of the valid votes **180.091.960** (one hundred eighty million ninety one thousand nine hundred sixty) were in favour of the resolution, **46** (forty six) were against and **22.672.702 (**twenty two million six hundred seventy two thousand seven hundred two) abstained.
The Resolution was adopted with the required majority of votes.

Mr. Dariusz Baran, Shareholder, declares that he voted against the resolution and reported his objection to this resolution.

Mr. Jerzy Bielewicz, Shareholder, on behalf of himself and Stowarzyszenie "Przejrzysty Rynek" declares that he voted against the resolution and reported his objection to this resolution.

Mr. Piotr Kaczmarczyk, plenipotentiary of Shareholder Mr. Michel Marbot, declares that he voted against the resolution and reported his objection to this resolution

Shareholder proposed the draft of the following resolution:

Resolution No. 43
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on amendments to the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

The Bank's Ordinary General Meeting resolves as follows:

§ 1. The draft of the resolution on amendments to the Statute of Bank Polska Kasa Opieki Spółka Akcyjna is modified in such way that:

1. It is added in § 6 point 19 in the end of sentence "**and the way of running business by issuing recommendations",**
2. It is added in § 13 point 1 the word **"strategy**" after words "consideration and approval",
3. It is added in § 13 point 5 the word **"strategy**" after words "consideration and approval",
4. It is added in § 22 section 1 point 1 in the end of sentence **"in order to ensure the stability of the Group and implementation of strategy adopted by General Meeting".**

§ 2. The Resolution is enacted upon its adoption.

During the voting on the resolution the valid votes were cast out of **202.764.669** (two hundred two million seven hundred sixty four thousand six hundred sixty nine) shares representing **77,29%** of those shares in statutory capital. Out of total amount of **202.764.669** (two hundred two million seven hundred sixty four thousand six hundred sixty nine) of the valid votes **0** (zero) were in favour of the resolution, **160.470.435** (one hundred sixty million four hundred seventy thousand four hundred thirty five) were against and **42.294.234 (**forty two million two hundred ninety four thousand two hundred thirty four) abstained.
The Resolution was not adopted with the required majority of votes.

Shareholder proposed the draft of the following resolution:

Resolution No. 44
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on amendments to the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

Acting under art. 430 Par. 1 of the Commercial Companies Code and Par. 13 Section 8 of the Statute of Bank, the Bank's Ordinary General Meeting resolves as follows:
§ 1 To make the following amendments in the Bank's Statute:
1) in Par. 1 Section 2 of the Statute and Par. 22 Section 4 of the Statute the name „UniCredito Italiano S.p.A." shall be replaced by the name „UniCredit S.p.A";
2) in Par. 1 Section 2 of the Statute and Par. 23 of the Statute the name „ UniCredito Italiano

Banking Group” shall be replaced by the name „UniCredit Banking Group”;

3) In par. 6 of Bank’s Statute Item 38 shall be added in following wording:

„38) performing of investment advice service in the scope of securities issued by the State Treasury or the National Bank of Poland, and instruments not admitted to organized trading in financial instruments.”;

4) Par. 8 of the Statute shall obtain the following wording:

„§ 8

1. The General Meeting shall be convened by way of publishing an announcement on the Bank's internet site and in a manner determined for providing current information in accordance with the regulations on the public offer and terms of introducing financial instruments into the organised trading system and on public companies.
2. The Ordinary General Meeting shall be convened by the Bank Management Board.
3. The Ordinary General Meeting should be held in June at latest. Should the General Meeting be not convened by the Management Board within the time limit set out in this Statute, the Supervisory Board shall have the right to convene the Meeting.
4. The Extraordinary General Meeting shall be convened, if required, by the Management Board of the Bank on its own initiative or on the motion of the Supervisory Board or the shareholders representing at least 1/20 of the statutory capital. These shareholders may also require introducing specific matters in the agenda of this General Meeting.
5. Should the Management Board not satisfy the requirements of the shareholders within two weeks from the date the requirement was submitted, the shareholders shall have the right to convene the Extraordinary General Meeting pursuant to the authorisation of the court.
6. The Extraordinary General Meeting convened upon the request of the shareholders representing at least 1/20 of the statutory capital shall pass the resolution deciding on whether the costs of convening and holding the General Meeting shall be borne by the Bank.
7. The Extraordinary Meeting may also be convened by the Supervisory Board once the Supervisory Board finds such Meeting justified or by shareholders representing at least half of the statutory capital or at least half of the votes within the Bank.
8. The shareholder or shareholders representing at least 1/20 of the statutory capital may require introducing specific matters in the agenda of next General Meeting. The requests for including specific matters in the agenda of the General Meeting should contain relevant justifications or the draft of a resolution concerning the proposed item of the agenda of the Meeting and shall be submitted to the Bank Management Board no later than 21 days prior to the scheduled date of the General Meeting.
9. The Management Board shall be obligated to announce instantly, but no later than 18 days prior to the scheduled date of the General Meeting, the changes to the meeting agenda introduced upon the shareholders' request. This announcement shall be made in a way appropriate to the convening of the General Meeting.
10. The shareholder or shareholders representing at least 1/20 of the statutory capital may, prior to the date of the General Meeting, submit to the Bank, in writing or by electronic means, drafts of resolutions concerning matters included in the agenda of the General Meeting or matters which are to be included in the agenda. The Bank shall instantly publish the drafts of the resolutions on the Bank’s internet site.
11. Each shareholder may, during the general meeting, submit drafts of resolutions concerning the matters included in the agenda.”;

5) Par. 10 Section 1 of the Statute shall obtain the following wording:

„§ 10

1. Shareholders may participate in the General Meeting in person or through their attorneys. A power of attorney to attend and vote at the General Meeting shall be made in writing or in the electronic format and attached to the Minutes of the General Meeting”

6) Par. 11 of the Statute in the current wording shall become the par 11 section 1 and the following section 2 shall be added:
" 2. The Shareholder may vote differently out of each share he or she owns.”;

7) In Par. 18 Items 6), 7) and 8) of the Statute the name „Banking Supervisory Commission” shall be replaced by the name "Financial Supervision Authority”;

8) Par. 20 section 1 shall obtain the following wording:

“§ 20

1. The Management Board consists of 5 to 9 members. The Management Board of the Bank shall consist of the:

1) President of the Management Board of the Bank,
2) Deputy Presidents of the Management Board of the Bank, including the First Vice President of the Management Board of the Bank,
3) Members of the Management Board of the Bank.”;

9) Par. 22 section 1 of the Statute shall obtain the following wording:

“§ 22

1. The President of the Management Board shall:

1) Manage operations of the Management Board of the Bank,
2) Convene and preside over meetings of the Management Board,
3) Present the standpoint of the Management Board towards the organs of the Bank and in external relations, in particular towards the State organs,
4) Performs general supervision over the activity of the First Vice-President of the Bank’s Management Board,
5) Issue internal orders, rules of procedure and other regulations governing the Bank’s operations. The President of the Management Board may authorize other persons to issue internal regulations of the Bank,
6) Supervise the activity of basic organizational cells of the Head Office of the Bank performing tasks in the terms of: internal audit, legal service, compliance office, macroeconomic analysis, corporate communication and the President’s Office.”

10) Par. 22 section 3 of the Statute, shall obtain the following wording:

„3. The First Vice President of the Management Board, the key competence of whom include the supervision of Bank’s operational activities, human resources management and investor relations, as well as the coordination, according to the Bank’s internal regulations, of retail and corporate banking activities, finance and risk management, is appointed upon the approval of the Financial Supervision Authority.”;

11) In Par. 22 of the Statute the current numbers of sections 3,4 and 5 of the Statute shall become sections 4, 5 and 6 respectively;

12) Par. 40 of the Statute shall obtain the following wording:

„§ 40

Obligatory notices which must be published according to the Commercial Companies Code, excluding the notice specified in Par. 8 Section 1 of the Statute, shall be published by the Management Board of the Bank in the "Court and Business Monitor (Monitor Sądowy i Gospodarczy)". The financial report shall be published in the Official Journal: Dziennik Urzędowy Rzeczypospolitej Polskiej "Monitor Polski B".

§ 2. This Resolution shall come into force on the day it is passed, on condition that amendments of the Statute specified in Par. 1 of the Resolution come into force on the day they are entered into the National Court Register (KRS).

Justification of the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on the amendments of the Bank's Polska Kasa Opieki Spółka Akcyjna Statute

Amendments to the Statute of the Bank consisting in addition to § 6 the item 38, aims to enable the Bank, to perform an investment advice service, in relation to the entry into force on 21 October 2009 of the amendment of Article 69 section 2 item 5 in connection to Article 70 Section 2 of the Financial Instruments Trading Act dated 29 July 2005.

Amendments to the Statute of the Bank consisting in implementation of new provisions of § 8, § 10, § 11 and § 40, of the Statute of the Bank arising from the necessity to adjust the provisions of the Statute of the Bank to the new, commonly binding regulations of the Commercial Companies Code concerning the convening of the general meetings of public companies and executing the Shareholders' rights. The new provisions of the Commercial Companies Code came into force on 3 August 2009. After this date no Extraordinary General Meeting of the Bank was held thus, it is justified to amend the Statute at the Ordinary Meeting of the Bank for the financial year 2009.

Adding to § 22 of the Statute the new section 3 regarding the competence of the First Vice-President of the Management Board of the Bank and in consequence the amendment of § 20 section 1 item 2 of the Statute of the Bank, results from Art. 31 sec. 3 item 3 of Banking Law Act and according to Art. 34 sec. 2 of Banking Law Act requires the consent of the Financial Supervision Authority.

The remaining amendments to the Bank's Statue are of formal character and are made in order to reflect the existing legal state.

During the voting on the resolution the valid votes were cast out of **202.764.840** (two hundred two million seven hundred sixty four thousand eight hundred forty) shares representing **77,29%** of those shares in statutory capital. Out of total amount of **202.764.840** (two hundred two million seven hundred sixty four thousand eight hundred forty) of the valid votes **184.671.985** (one hundred eighty four million six hundred seventy one thousand nine hundred eighty five) were in favour of the resolution, **46** (forty six) were against and **18.092.809 (**eighteen million ninety two thousand eight hundred nine) abstained.
The Resolution was adopted with the required majority of votes.

Mr. Dariusz Baran, Shareholder, declares that he voted against the resolution and reported his objection to this resolution.

Mr. Piotr Kaczmarczyk, plenipotentiary of Shareholder Mr. Michel Marbot, declares that he voted against the resolution and reported his objection to this resolution.

Mr. Jerzy Bielewicz, Shareholder, on behalf of himself and Stowarzyszenie "Przejrzysty Rynek" declares that he voted against the resolution and reported his objection to this resolution.

Resolution No. 45
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on authorization of the Supervisory Bard to determine the uniform text
of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

Acting under Art. 430 Par. 5 of the Commercial Companies Code, the Bank's Ordinary General Meeting resolves as follows:

§ 1 To authorize the Supervisory Board of the Bank to determine the uniform text of the amended Statute of the Bank, including amendments introduced by Par. 1 of Resolution No. 44 of the Ordinary General Meeting dated 28th April 2010.

§ 2. The Resolution is enacted upon its adoption.

Justification of the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on authorization of the Supervisory Bard to determine the uniform text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

Adoption of the resolution on authorizing the Supervisory Board of the Bank to determine the uniform text of the Statute of the Bank results from the fact that in the period from the day of adoption by General Meeting of the Bank the Resolution No. 44 on amendment to the Statute of the Bank to the day of submission by the Bank to the National Court Register motion for the registration of the amendment to the Statute of the Bank, the Statute of the Bank may be changed with respect to the amount of share capital. The said amendments may result from acquisition by entitled persons within the framework of Motivation Program for the members of management bodies, managers and employees of Bank Polska Kasa Opieki Spółka Akcyjna capital group, key for implementation of Bank's strategy on the base of Resolution No. 7 of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna conducted on the 25th of July, 2003 on conditional increase of the share capital, exclusion of the pre-emptive rights on the Series F and G shares of the Bank and amendment to the Statute of the Bank.

During the voting on the resolution the valid votes were cast out of **202.764.840** (two hundred two million seven hundred sixty four thousand eight hundred forty) shares representing **77,29%** of those shares in statutory capital. Out of total amount of **202.764.840** (two hundred two million seven hundred sixty four thousand eight hundred forty) of the valid votes **196.481.464** (one hundred ninety six million four hundred eighty one thousand four hundred sixty four) were in favour of the resolution, **46** (forty six) were against and **6.283.330 (**six million two hundred eighty three thousand three hundred thirty) abstained.
The Resolution was not adopted with the required majority of votes.

Mr. Dariusz Baran, Shareholder, declares that he voted against the resolution and reported his objection to this Resolution.

The detail information about objections reported to the minutes during the debates of Ordinary General Meeting of the Bank is in the contents of the above current report.
Shareholders reported the objections to the Resolutions from no. 1 to no. 12, and from no. 15 to 42 and to the Resolutions no. 44 and 45.

Moreover, the Shareholders raised the following objections:

- to continuing the Meeting with the use of the electronic system,
- to the way the Meeting was conducted,
- to the procedure of voting,
- to the work of Voting Commission

The Management Board of the Bank informs that the Ordinary General Meeting of Bank Pekao S.A. on 28th April 2010 considered all points on the agenda.

Legal base:
§ 38 sect. 1 p. 5, 7 and 9 of the Ordinance of the Minister of Finance, dated 19 February 2009 re: current and periodical information submitted by the issuers of securities and conditions of considering as equal the information required by the legal provisions of the non-member country (Journal of Law No 33, item 259 with subsequent amendments)