

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on the election of the Chairman of the Annual General Meeting

Pursuant to Article 409 § 1 of the Commercial Companies Code the Annual General Meeting elects as its Chairman

Rationale

to draft resolution on the election of the Chairman of the Annual General Meeting

Pursuant to Article 409 § 1 of the Commercial Companies Code, the chairman shall be elected from among those entitled to participate in the general meeting. Pursuant to § 6 Section 2 of the PKO Bank Polski S.A. General Meeting's Rules and Regulations, the person opening the General Meeting conducts the election of the Chairman of the General Meeting in a secret ballot, ensures the correct conduct of voting, and announces the result.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on approving PKO Bank Polski S.A. Directors' Report for the year 2014

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

The PKO Bank Polski S.A. Directors' Report for the year 2014 is approved.

§ 2.

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

Rationale

to the draft resolution on approving PKO Bank Polski S.A. Directors' Report for the year 2014

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code, the annual general meeting shall examine and approve the management board's report on company activities for the preceding financial year.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on approving the financial statements of PKO Bank Polski S.A. for the year ended 31 December 2014

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

The Annual General Meeting approves the financial statements of PKO Bank Polski S.A. for the year ended 31 December 2014, composed of:

- 1) the profit and loss account for the period from 1 January 2014 to 31 December 2014, reporting a net profit in the amount of PLN 3 079 471k;
- 2) statement of comprehensive income;
- 3) statement of financial position as of 31 December 2014, reporting assets and total liabilities and equity amounting to PLN 243 760 527k;
- 4) statement of changes in equity;
- 5) statement of cash flow, showing a increase in net cash in the period between 1 January 2014 and 31 December 2014 by PLN 5 408 078k.
- 6) notes to the financial statements.

§ 2.

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

Rationale

to the draft resolution on approving the financial statements of PKO Bank Polski S.A. for the year ended 31 December 2014

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code, the annual general meeting shall examine and approve the financial statements for the preceding financial year.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on approving the PKO Bank Polski S.A. Group Directors' Report for the year 2014

The Annual General Meeting adopts the following:

§ 1.

The Annual General Meeting hereby approves the PKO Bank Polski S.A. Group Directors' Report for the year 2014.

§ 2.

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

Rationale

to the draft resolution on approving the PKO Bank Polski S.A. Group Directors' Report for the year 2014

Pursuant to Article 395 § 5 of the Commercial Companies Code, the annual general meeting shall examine and approve financial statements of the capital group within the meaning of the provisions on accounting. Pursuant to Article 55 Section 2 of the Accounting Act, the consolidated annual financial statements of the capital group must be supplemented with a report on the activities of the group.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

**on approving the consolidated financial statements of the PKO Bank Polski S.A. Group
for the year ended 31 December 2014**

Pursuant to Article 395 § 5 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

The Annual General Meeting approves the consolidated financial statements of the PKO Bank Polski S.A. Group for the year ended 31 December 2014, composed of:

- 1) consolidated profit and loss account for the period from 1 January 2014 to 31 December 2014, reporting a net profit in the amount of PLN 3 254 122k;
- 2) consolidated total income statements;
- 3) consolidated statements of financial position as of 31 December 2014, reporting assets and total liabilities and equity amounting to PLN 248 700 589k;
- 4) consolidated statements of changes in equity;
- 5) consolidated statements of cash flow, showing a increase in net cash in the period between 1 January 2014 and 31 December 2014 by PLN 5 370 116k.;
- 6) notes to the consolidated financial statements.

§ 2.

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

Rationale

to the draft resolution on approving the consolidated financial statements of the PKO Bank Polski S.A. Group for the year ended 31 December 2014

Pursuant to Article 395 § 5 of the Commercial Companies Code, the annual general meeting shall examine and approve financial statements of the capital group within the meaning of the provisions on accounting.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on approving the report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for the year 2014

The Annual General Meeting adopts the following:

§ 1.

The report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for the year 2014 is hereby approved.

§ 2.

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

Rationale

to the draft resolution on approving the report of the Supervisory Board of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna for the year 2014

Pursuant to Article 382 § 3 of the Commercial Companies Code, special duties of the supervisory board shall include appraising the reports referred to in the Article 395 § 2 point 1 of the Commercial Companies Code, to the extent of their conformity with books and documents and with the actual state of things, and management board motions on the distribution of profit or covering loss, as well as submitting to the general meeting annual written reports on findings of the appraisals.

In relation to the above-mentioned duty, the Supervisory Board has prepared the above report and presented it for approval.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on distribution of the profit earned by PKO Bank Polski S.A. in 2014 and unappropriated profit of previous years

Acting pursuant to Article 395 § 2 point 2 of the Commercial Companies Code, the Annual General Meeting hereby adopts the following:

§ 1.

Net profit of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna of the period from 1 January 2014 till 31 December 2014 in an amount of PLN 3 079 471k and unappropriated profit of previous years in an amount of PLN 132 793k, in the total amount of PLN 3 212 264k will be appropriated in the following way:

- | | |
|---|-------------|
| 1) reserve capital in an amount of PLN | 1 900 000k; |
| 2) other reserves in an amount of PLN | 62 264k. |

The remaining part of the profit in the amount of PLN 1 250 000k stays unappropriated.

§ 2.

The resolution shall come into force on the day of its adoption.

Rationale

to the draft resolution on distribution the profit earned by PKO Bank Polski S.A. in 2014 and unappropriated profit of previous years

In compliance with the provisions of the Commercial Companies Code, distribution of net profit is the prerogative of the Annual General Meeting. Following the recommendation of the Polish Financial Supervision Authority to withhold the entire net profit earned by the Bank in the year 2014 - until the supervision authority determines the additional capital requirement for the Bank, about which the Management Board of the Bank informed in the current report No. 15/2015, the net profit earned by the Bank in the period from 1 January 2014 till 31 December 2014 (in the amount of PLN 3 079 471k) and the unappropriated profit of previous years resulted from the merger of the Bank and Nordea Bank Polska S.A. (in the amount of PLN 132 793k) of the total amount of PLN 3 212 264k would be appropriated in a manner specified in the draft resolution of the Annual General Meeting.

1 . In the case of **reserve capital**:

- 1) the proposed net profit amount to be allocated is **PLN 1 900 000k**, i.e. 59.15 per cent of the profit of the year 2014,
- 2) the high allocation to reserve capital is justified by the primary role of that capital fund whenever a balance sheet loss occurs.

At profit distribution, according to the project of the resolution of the Annual General Meeting reserve capital would increase from an amount of PLN 18 618 111k to **PLN 20 518 111k**.

2. In the case of **other reserves**:

The proposed net profit amount to be allocated is **PLN 62 264k**. Inclusion of this item in the annual profit allocation is necessary as the regulations of the Bank's Articles of Association require PKO Bank Polski S.A. to make contributions to other reserves out of profit of every respective financial year. In consideration of the fact that other reserves serve to cover potential balance sheet losses (§ 30 section 2 of the Articles of Association), the proposed allocation would represent 1.94 per cent of net profit, because the value of other reserves of PKO Bank Polski S.A. is adequate from the standpoint of the purposes to which it can be appropriated.

At profit distribution, according to the project of the resolution of the Annual General Meeting, other reserves would increase from an amount of PLN 3 421 913k to **PLN 3 484 177k**.

3. The remaining part of the profit in the amount of PLN 1 250 000k is proposed to stay unappropriated.

The rationale not to appropriate the part of the profit is the recommendation of the Polish Financial Supervision Authority to withhold the entire net profit earned by the Bank in the year 2014 - until the supervision authority determines the additional capital requirement for the Bank. Because of this fact until the issue of the abovementioned determination the most favorable solution is to remain the part of the profit unappropriated.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Zbigniew Jagiełło, President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 to 31 December 2014, when Mr Zbigniew Jagiełło was a President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Piotr Alicki, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 to 31 December 2014, when Mr Piotr Alicki was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
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of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Bartosz Drabikowski, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 to 31 December 2014, when Mr Bartosz Drabikowski was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
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Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Piotr Mazur, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 to 31 December 2014, when Mr Piotr Mazur was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
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Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Jarosław Myjak, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 to 31 December 2014, when Mr Jarosław Myjak was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Jacek Obłəkowski, Vice-President of the Management Board is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 to 31 December 2014, when Mr Jacek Obłəkowski was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
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Bank Polski Spółka Akcyjna
of 25 June 2015**

**on granting a vote of acceptance to a the performance of duties by member of the
Management Board for 2014**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Jakub Papierski, Vice-President of the Management Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

**to the draft resolution on granting a vote of acceptance to the performance of duties by
a member of the Management Board for 2014**

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 to 31 December 2014, when Mr Jakub Papierski was a Vice-President of the Management Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Jerzy Góra, the Chairman of the Supervisory Board from 26 June 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 26 June 2014 to 31 December 2014, when Mr Jerzy Góra was the Chairman of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Tomasz Zganiacz, Vice- Chairman of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 to 31 December 2014 (during the term of Supervisory Board ended 26 June 2014 and the next term beginning from 26 June 2014), when Mr Tomasz Zganiacz was the Vice- Chairman of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Mirosław Czekaj, Secretary of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 to 31 December 2014 (during the term of Supervisory Board ended 26 June 2014 and the next term beginning from 26 June 2014), when Mr Mirosław Czekaj was a member of the Supervisory Board and additionally the Secretary of the Supervisory Board (during the former term of the Supervisory Board from 6 July 2011 and in ongoing term from 16 July 2014).

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Ms Mirosława Boryczka, member of the Supervisory Board from 26 June 2014, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 26 June 2014 to 31 December 2014, when Ms Mirosława Boryczka was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Ms Zofia Dzik, member of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 to 31 December 2014 (during the term of Supervisory Board ended 26 June 2014 and the next term beginning from 26 June 2014), when Ms Zofia Dzik was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Jarosław Klimont, member of the Supervisory Board from 26 June 2014 is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 26 June 2014 to 31 December 2014, when Mr Jarosław Klimont was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Piotr Marczak, member of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 to 31 December 2014 (during the term of Supervisory Board ended 26 June 2014 and the next term beginning from 26 June 2014), when Mr Piotr Marczak was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Ms Elżbieta Mączyńska - Ziemacka, member of the Supervisory Board, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 to 31 December 2014 (during the term of Supervisory Board ended 26 June 2014 and the next term beginning from 26 June 2014), when Ms Elżbieta Mączyńska - Ziemacka was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
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Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Marek Mroczkowski, member of the Supervisory Board is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 to 31 December 2014 (during the term of Supervisory Board ended 26 June 2014 and the next term beginning from 26 June 2014), when Mr Marek Mroczkowski was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
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Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Cezary Banasiński, President of the Supervisory Board till 26 June 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 to 26 June 2014, when Mr Cezary Banasiński was the President of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Ryszard Wierzba, member of the Supervisory Board till 26 June 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 to 26 June 2014, when Mr Ryszard Wierzba was a member of the Supervisory Board.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the management board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Sławomir Żygowski, President of the Management Board of Nordea Bank Polska S.A. till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 till the date of the merger of Nordea Bank Polska S.A. and PKO Bank Polski S.A. i.e. 31 October 2014, when Mr Sławomir Żygowski was a President of the Management Board of Nordea Bank Polska S.A.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the management board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Jacek Kalisz, Vice-President of the Management Board of Nordea Bank Polska S.A. till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 till the date of the merger of Nordea Bank Polska S.A. and PKO Bank Polski S.A. i.e. 31 October 2014, when Mr Jacek Kalisz was a Vice-President of the Management Board of Nordea Bank Polska S.A.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the management board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Bohdan Tillack, Vice-President of the Management Board of Nordea Bank Polska S.A. till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 till the date of the merger of Nordea Bank Polska S.A. and PKO Bank Polski S.A. i.e. 31 October 2014, when Mr Bohdan Tillack was a Vice-President of the Management Board of Nordea Bank Polska S.A.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the management board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Ms Agnieszka Domaradzka, First Vice-President of the Management Board of Nordea Bank Polska S.A. till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Management Board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 till the date of the merger of Nordea Bank Polska S.A. and PKO Bank Polski S.A. i.e. 31 October 2014, when Ms Agnieszka Domaradzka was a First Vice-President of the Management Board of Nordea Bank Polska S.A.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Wojciech Rybowski, the member of the Supervisory Board of Nordea Bank Polska S.A. till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 till the date of the merger of Nordea Bank Polska S.A. and PKO Bank Polski S.A. i.e. 31 October 2014, when Mr Wojciech Rybowski was a member of the Supervisory Board of Nordea Bank Polska S.A.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Marek Głuchowski, the member of the Supervisory Board of Nordea Bank Polska S.A. till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 till the date of the merger of Nordea Bank Polska S.A. and PKO Bank Polski S.A. i.e. 31 October 2014, when Mr Marek Głuchowski was a member of the Supervisory Board of Nordea Bank Polska S.A.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Zbigniew Jagiełło, the member of the Supervisory Board of Nordea Bank Polska S.A. from 2 April 2014 till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 2 April 2014 till the date of the merger of Nordea Bank Polska S.A. and PKO Bank Polski S.A. i.e. 31 October 2014, when Mr Zbigniew Jagiełło was a member of the Supervisory Board of Nordea Bank Polska S.A.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Jakub Papierski, the member of the Supervisory Board of Nordea Bank Polska S.A. from 2 April 2014 till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 2 April 2014 till the date of the merger of Nordea Bank Polska S.A. and PKO Bank Polski S.A. i.e. 31 October 2014, when Mr Jakub Papierski was a member of the Supervisory Board of Nordea Bank Polska S.A.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Bartosz Drabikowski, the member of the Supervisory Board of Nordea Bank Polska S.A. from 2 April 2014 till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 2 April 2014 till the date of the merger of Nordea Bank Polska S.A. and PKO Bank Polski S.A. i.e. 31 October 2014, when Mr Bartosz Drabikowski was a member of the Supervisory Board of Nordea Bank Polska S.A.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Piotr Alicki, the member of the Supervisory Board of Nordea Bank Polska S.A. from 2 April 2014 till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 2 April 2014 till the date of the merger of Nordea Bank Polska S.A. and PKO Bank Polski S.A. i.e. 31 October 2014, when Mr Piotr Alicki was a member of the Supervisory Board of Nordea Bank Polska S.A.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Jarosław Orlikowski, the member of the Supervisory Board of Nordea Bank Polska S.A. from 2 April 2014 till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 2 April 2014 till the date of the merger of Nordea Bank Polska S.A. and PKO Bank Polski S.A. i.e. 31 October 2014, when Mr Jarosław Orlikowski was a member of the Supervisory Board of Nordea Bank Polska S.A.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Paweł Borys, the member of the Supervisory Board of Nordea Bank Polska S.A. from 2 April 2014 till 31 October 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 2 April 2014 till the date of the merger of Nordea Bank Polska S.A. and PKO Bank Polski S.A. i.e. 31 October 2014, when Mr Paweł Borys was a member of the Supervisory Board of Nordea Bank Polska S.A.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Ossi Leikola, the member of the Supervisory Board of Nordea Bank Polska S.A. till 2 April 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 till 2 April 2014, when Mr Ossi Leikola was a member of the Supervisory Board of Nordea Bank Polska S.A.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Rauno Olavi Paivinen, the member of the Supervisory Board of Nordea Bank Polska S.A. till 2 April 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 till 2 April 2014, when Mr Rauno Olavi Paivinen was a member of the Supervisory Board of Nordea Bank Polska S.A.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Maciej Dobrzyniecki, the member of the Supervisory Board of Nordea Bank Polska S.A. till 2 April 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 till 2 April 2014, when Mr Maciej Dobrzyniecki was a member of the Supervisory Board of Nordea Bank Polska S.A.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Esa Tuomi, the member of the Supervisory Board of Nordea Bank Polska S.A. till 2 April 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 till 2 April 2014, when Mr Esa Tuomi was a member of the Supervisory Board of Nordea Bank Polska S.A.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Eugeniusz Kwiatkowski, the member of the Supervisory Board of Nordea Bank Polska S.A. till 2 April 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 till 2 April 2014, when Mr Eugeniusz Kwiatkowski was a member of the Supervisory Board of Nordea Bank Polska S.A.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Jacek Wańkowicz, the member of the Supervisory Board of Nordea Bank Polska S.A. till 2 April 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 till 2 April 2014, when Mr Jacek Wańkowicz was a member of the Supervisory Board of Nordea Bank Polska S.A.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Valdis Siksnis, the member of the Supervisory Board of Nordea Bank Polska S.A. till 2 April 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 till 2 April 2014, when Mr Valdis Siksnis was a member of the Supervisory Board of Nordea Bank Polska S.A.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Mr Absjorn Hoyheim, the member of the Supervisory Board of Nordea Bank Polska S.A. till 2 April 2014, is hereby granted a vote of acceptance to confirm the discharge of his duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 till 2 April 2014, when Mr Absjorn Hoyheim was a member of the Supervisory Board of Nordea Bank Polska S.A.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on granting a vote of acceptance to the performance of duties by a member of the supervisory board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 393 point 1, Article 395 § 2 point 3, Article 492 § 1 point 1 and Article 494 § 1 of the Commercial Companies Code, the Annual General Meeting adopts the following:

§ 1.

Ms Emilia Osewska - Mądry, the member of the Supervisory Board of Nordea Bank Polska S.A. till 2 April 2014, is hereby granted a vote of acceptance to confirm the discharge of her duties in 2014.

§ 2.

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

Rationale

to the draft resolution on granting a vote of acceptance to the performance of duties by a member of the Supervisory Board of taken over company Nordea Bank Polska S.A. for 2014

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code, one of the issues discussed at the annual general meeting should be granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. The granting of a vote of acceptance shall be for the period from 1 January 2014 till 2 April 2014, when Ms Emilia Osewska - Mądry was a member of the Supervisory Board of Nordea Bank Polska S.A.

In relation to the above the resolution should be considered at the Annual General Meeting.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

regarding adoption for use of the ‘Principles of corporate governance for supervised institutions’

Acting pursuant to Article 395 § 5 of the Commercial Companies Code, the Annual General Meeting hereby resolves as follows:

§ 1.

The General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna hereby declares that while acting in the exercise of its competences the General Meeting will be guided by the ‘Principles of corporate governance for supervised institutions’ in the version annexed to this resolution, subject to § 2.

§ 2.

The General Meeting of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna will not follow the rule specified in sub-§ 8.4 of the ‘Principles of corporate governance for supervised institutions’, which provides for the possibility of electronic participation of shareholders in meetings of a governing body.

§ 3.

The resolution shall come into force on the day of its adoption.

Rationale

to the draft resolution on adoption for use of the 'Principles of corporate governance for supervised institutions'

In regard of the fact that the Polish Financial Supervision Authority issued the 'Principles of corporate governance for supervised institutions' and of the supervisory authority's declarations that the application of these by the supervised institutions starting from the year 2015 would be taken into consideration within the framework of the BION supervisory assessments, adoption by the General Meeting of a resolution on adoption for use of the 'Principles of corporate governance for supervised institutions' is justified. As the current rules of participation in the General Meetings of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna enable shareholders to effectively exercise all rights attached to shares and protect the interests of all shareholders, the waiver of the rule specified in sub-§ 8.4 of the 'Principles of corporate governance for supervised institutions' is justified. The above position is consistent with the earlier decision of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Annual General Meeting of 30 June 2011 not to adopt a draft resolution on amendment of the articles of association of Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna enabling participation in the General Meeting via electronic means of communication. The decision not to apply the said rule had been adopted in consideration of the legal and organisational and technical risks that could which could jeopardise the proper of conduct of the General Meeting.

The resolution has received the approval of the Supervisory Board.

RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015

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

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

§ 1.

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

1) sub-§ 1.1 shall receive the following wording:

“1. Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna, further in the Articles of Association referred to as the ‘**Bank**’, is a bank that conducts its activities pursuant to generally applicable laws, best practices adopted by the Bank for application and this Articles of Association, at preservation of the Bank’s national character.”;

2) sub-§ 4.1 point 9 shall receive the following wording:

“9) provision of the following payment services:

- a) acceptance of cash payments to and cash disbursements from payment accounts, and all actions required for operating accounts;
- b) execution of payment transactions, including the transfer of funds to payment accounts of user suppliers or other suppliers:
 - through provision of direct debit services, including one-off direct debits,
 - with the use of payment cards or similar payment instruments,

- through provision of payment order services, including standing orders;
 - c) execution of payment transactions specified in letter 'b', through allocation of funds made available to users through loans;
 - d) issuance of payment instruments;
 - e) enabling execution of payment transactions initiated by the merchant or through their intermediation with employment of the payee's payment instrument, in particular through servicing authorisations, transfer to payment card issuers or payment systems of the payees' or merchants' payment orders, for the purpose of the funds owed to the merchant;
 - f) provision of money transfer services,"
- 3) in sub-§ 4.1 point 12, the word "instrument" is deleted,
 - 4) in sub-§ 4.1 point 13, before the word "activities" the word "commissioned" will be added,
 - 5) in sub-§ 4.2, point 5 is deleted,
 - 6) in sub-§ 9.1 point 6, the full stop is replaced with a comma and point 7 is added, with the following wording:
 - "7) assessment whether the compensation policy followed by the Bank is conducive to its development and operational safety.",
 - 7) in sub-§ 15.1 point 12, letter 'e' is deleted,
 - 8) in sub-§ 15.1 point 13, the full stop is replaced with a comma and points 14 – 16 are added, with the following wording:
 - "14) assessment of the compensation policy followed by the Bank and presentation of a report on the subject to the General Meeting,
 - 15) opinions on the 'Principles of corporate governance for supervised institutions' followed by the Bank,
 - 16) arising from the resolutions and recommendations of the financial supervision authority applied by the Bank.",
 - 9) in sub-§ 17.4, the first sentence shall receive the following wording:
 - "The Supervisory Board can adopt resolutions in writing (by circulation) or with employment of direct remote communication, with the exception resolution on

matters referred to in sub-§ 15.1 points 1-3, 5 and 7-9 and resolutions adopted by secret ballot.”,

10) sub-§ 17a.1 shall receive the following wording:

“1. The Supervisory Board shall appoint from among its members the Audit Committee and the Remuneration Committee. The Supervisory Board may also appoint other committees from among its members.”,

11) § 21 shall receive the following wording:

“§ 21

1. The following will be authorised to submit statements of intent on behalf of the Bank:

- 1) President of the Management Board independently,
- 2) two Management Board members jointly or one Management Board member together with a proxy,
- 3) two proxies acting jointly,
- 4) proxies acting independently or jointly within the limits of authorisation granted to them.

2. The Bank shall grant joint powers of attorney which will authorise acting together with another proxy or Management Board member.”,

12) § 25 shall receive the following wording:

“§ 25

1. The decisions and internal regulations of the Bank on matters:

- 1) within the competence of the General Meeting – are issued in the form of resolutions of the General Meeting adopted in accordance with the relevant provisions of law, the Articles of Association and the Rules and Regulations of the General Meeting,
- 2) within the competence of the Supervisory Board – are issued in the form of resolutions the Supervisory Board adopted in accordance with the relevant provisions of law, the Articles of Association and the Rules and Regulations of the Supervisory Board,
- 3) within the competence of the Management Board:
 - a) requiring in accordance with the law, the Articles of Association or the Rules and Regulations of the Management

Board the collegiate action the Management Board – are issued in the form of resolutions of the Management Board adopted in accordance with the relevant provisions of law, the Articles of Association and the Rules and Regulations of the Management Board,

- b) not requiring a resolution of the Management Board and which in accordance with the Articles of Association and the Rules and Regulations of the Management Board fall into the competence of the President of the Management Board – are issued in the form of an order,
- c) not requiring a resolution of the Management Board and which in accordance with the Articles of Association, the Rules and Regulations of the Management Board and an order of the President of the Management Board and transferred into the competence of respective Management Board members – are issued in the form of decisions or the relevant members of the Management Board,
- d) in matters other than those provided under letters a-c above – are issued by persons or competent bodies, in keeping with relevant resolutions of the Management Board.

- 2. The detailed procedures for issuing the Bank's internal regulations on the matters referred to in § 25.1 point 3 shall be determined by resolution of the Management Board and separate internal regulations issued on the basis of relevant resolutions.”,

13) sub-§ 26.6 shall receive the following wording:

- “6. The internal audit unit and the compliance unit shall be independent, and report directly to the President of the Management Board.”,

14) sub-§ 26.7 shall receive the following wording:

- “7. Appointment and dismissal of the internal audit unit director and the compliance unit director will require prior approval of the Supervisory Board.”.

§ 2.

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

§ 3.

The resolution shall come into force on the day of its adoption.

Rationale

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

The primary rationale of the planned amendments to §1, §9, §15 and §26 of the Powszechna Kasa Oszczędności Bank Polski S.A. Articles of Association is that of implementation of the 'Principles of corporate governance for supervised institutions', which constitute the annex to the Resolution 218/2014 of the Polish Financial Supervision Authority of 22 July 2014 concerning the issuance of the 'Principles of corporate governance for supervised institutions' (J.L. of KNF [PFSA] of 2014 item 17).

The change proposed in § 1 of the Articles of Association aims to underscore that beyond the mandatory provisions of law the Bank also applies various codes of best practice (*inter alia* in the domain of corporate governance), which it has decided to comply with, including in particular 'The Best Practices of WSE Listed Companies' and the 'Principles of corporate governance for supervised institutions'. In turn, the changes proposed to § 9, § 15 and § 26 of the Articles of Association aim to ensure effective implementation of the principles resulting from § 27, sub-§§ 28.3 and 28.4, sub-§ 47.2 and § 49 of the 'Principles of corporate governance for supervised institutions'.

In addition to the amendments to the Articles of Association planned for the purpose of implementing the 'Principles of corporate governance for supervised institutions', the planned amendments to the Articles of Association are intended:

- to adjust the Articles of Association provisions that relate to field of the Bank's operation to the existing regulations and to the consent of the Polish Financial Supervision Authority to the amendment of the Articles of Association in that respect (the change of sub-§ 4.1 points 9, 12 and 13 and the deletion of sub-§ 4.2 point 5),
- to do away with previous duties of the Supervisory Board, which are no longer required under the effective regulations (the deletion of sub-§ 15.1 point 12 letter 'e'),
- to specify the financial supervision authority's resolutions and recommendations applied by the Bank as the basis for the competences and duties of the Supervisory Board (the addition in sub-§ 15.1 of point 16),

- to enable the Supervisory Board to adopt resolutions by circulation or with employment of direct remote communication also in the matters referred to in sub-§ 15.1 point 12 (the change in sub-§ 17.4),
- to clarify the Articles of Association provisions in respect of the existing committees of the Supervisory Board (the change of § 17a),
- to expand manner in which the Bank is represented (the change of § 21),
- to clarify the Articles of Association provisions in respect of the decisions and internal regulations of the Bank (the change of § 25).

Pursuant to sub-Article 34.2 of the 29 August 1997 Banking Law Act, the amendments in the Articles of Association within the scope specified in § 1 points 2 – 14 of the draft resolution require the authorisation of the Polish Financial Supervision Authority.

The resolution has received the approval of the Supervisory Board.

**RESOLUTION No. /2015
of the Annual General Meeting
of Powszechna Kasa Oszczędności
Bank Polski Spółka Akcyjna
of 25 June 2015**

on approval of amendments to the Rules and Regulations of the Supervisory Board

Pursuant to § 9.1 point 2 of the Bank's Articles of Association, the following is hereby resolved:

§ 1.

The amendments to the Rules and Regulations of the Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Supervisory Board introduced by way of the Bank Supervisory Board Resolution No. 57/2014 of 17 December 2014 are hereby approved.

§ 2.

The resolution shall come into force on the day of its adoption.

Rationale

of the draft resolution on approval of amendments to the Rules and Regulations of the Supervisory Board

Given that the Polish Financial Supervision Authority issued the 'Principles of corporate governance for supervised institutions' (further 'Corporate Governance Principles'), for the purpose of improving the quality of corporate governance in financial institutions as well as increasing their operational transparency, perceived as contributors to deepening of trust in financial markets in Poland, the Supervisory Board adopted for use the Corporate Governance Principles in respect of the Supervisory Board's competences and duties, i.e. oversight of the Bank's business management pursuant to the generally applicable laws and the Bank's Articles of Association.

Consistent with the above, the Supervisory Board resolved to introduce amendments to the Supervisory Board Rules and Regulations by way of stating in that document that members of the Supervisory Board would ensure that their actions be compliant with the Best Practices and Principles of Corporate Governance adopted for use by the Bank.

Thus, following adoption by the Supervisory Board of the aforementioned amendments through Resolution No. 57/2014 of 17 December 2014, as per § 9.1 point 2 of the Bank's Articles of Association, approval of those amendments by the Annual General Meeting is required.

The resolution has received the approval of the Supervisory Board.