

**DRAFT RESOLUTIONS OF THE ORDINARY GENERAL MEETING
of Bank Polska Kasa Opieki Spółka Akcyjna on 19th April 2017**

The Management Board of the Bank is presenting the drafts of resolutions and the attachments to those drafts, being important to the resolutions adopted, which are to be the subject of debates of the Ordinary General Meeting and which have not been previously communicated to the public in accordance with Art. 56 sec. 1 p. 1 of the Act on Public Offering.

Refers to the agenda item 2

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

Acting in accordance with art. 409 § 1 of the Commercial Companies Code and § 6 section 1 of the Rules of Procedure of General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting elects as the Chairman of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna.

Election of the Chairman shall take place during the General Meeting, in accordance with Art. 409 § 1 of the Commercial Companies Code and § 6 section 1 of the Rules of Procedure of General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna.

Refers to the agenda item 4

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

Acting in accordance with § 8 sections 1-3 of the Rules of Procedure of General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting appoints the following members of the Voting Commission:

Election of the Voting Commission shall take place during the General Meeting, in accordance with § 8 sections 1-3 of the Rules of Procedure of General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna.

Refers to the agenda item 5

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

The Ordinary General Meeting adopts the agenda in the wording presented by the Management Board of the Bank in the announcement of convening the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna, in accordance with Art. 402¹ of the Commercial Companies Code.

Refers to the agenda item 12 1)

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the Report of the Management Board of the Bank
on the activities of Bank Pekao S.A. for the year 2016

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

§ 1.

The Report of the Management Board of the Bank on the activities of Bank Pekao S.A. for the year 2016 is hereby approved.

§ 2.

The Resolution is enacted upon its adoption.

Refers to the agenda item 12 2)

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the Unconsolidated Financial Statements
of Bank Pekao S.A. for the year ended on 31 December 2016

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

§ 1.

The Unconsolidated Financial Statements of Bank Pekao S.A. for the year ended on 31 December 2016 are hereby approved, with the following figures:

- a) the statement of financial position as at 31 December 2016 with total assets and total liabilities of 170,988,852,551.84 PLN (say: one hundred seventy billion nine hundred eighty eight million eight hundred fifty two thousand five hundred fifty one 84/100 PLN),
- b) the statement of comprehensive income for the financial year ended as at 31 December 2016 with a total comprehensive income of 1,771,642,479.31 PLN (say: one billion seven hundred seventy one million six hundred forty two thousand four hundred seventy nine 31/100 PLN),
- c) the income statement for the financial year ended as at 31 December 2016 with a net profit of 2,278,374,734.13 PLN (say: two billion two hundred seventy eight million three hundred seventy four thousand seven hundred thirty four 13/100 PLN),
- d) the statement of changes in equity for the financial year ended as at 31 December 2016 with a decrease in equity of 511,846 thousand PLN (say: five hundred eleven million eight hundred forty six thousand PLN),
- e) the statement of cash flow for the financial year ended as at 31 December 2016 with a decrease in net cash amounting to 5,818,411 thousand PLN (say: five billion eight hundred eighteen million four hundred eleven thousand PLN),
- f) explanatory information containing descriptions of significant accounting policies and other information.

§ 2.

The Resolution is enacted upon its adoption.

Refers to the agenda item 12 3)

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the Report of the Management Board of the Bank
on the activities of Bank Pekao S.A. Group for the year 2016

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

§ 1.

The Report of the Management Board of the Bank on the activities of Bank Pekao S.A. Group for the year 2016 is hereby approved.

§ 2.

The Resolution is enacted upon its adoption.

Refers to the agenda item 12 4)

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the Consolidated Financial Statements
of Bank Pekao S.A. Group for the year ended on 31 December 2016

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

§ 1.

The Consolidated Financial Statements of Bank Pekao S.A. Group for the year ended on 31 December 2016 is hereby approved, with the following figures:

- a) the consolidated statement of financial position as at 31 December 2016 with total assets and total liabilities of 174,214,944,480.57 PLN (say: one hundred seventy four billion two hundred fourteen million nine hundred forty four thousand four hundred eighty 57/100 PLN),
- b) the consolidated statement of comprehensive income for the financial year ended as at 31 December 2016 with the total comprehensive income of 1,772,773,255.98 PLN (say: one billion seven hundred seventy two million seven hundred seventy three thousand two hundred fifty five 98/100 PLN),
- c) the consolidated income statement for the financial year ended as at 31 December 2016 with the net profit of 2,279,764,189.48 PLN (say: two billion two hundred seventy nine million seven hundred sixty four thousand one hundred eighty nine 48/100 PLN),
- d) the consolidated statement of changes in equity for the financial year ended as at 31 December 2016 with a decrease in equity of 512,250 thousand PLN (say: five hundred twelve million two hundred fifty thousand PLN),
- e) the consolidated statement of cash flow for the financial year ended as at 31 December 2016 with a decrease in net cash amounting to 5,847,305 thousand PLN (say: five billion eight hundred forty seven million three hundred five thousand PLN),
- f) explanatory information containing the description of significant accounting policies and other information.

§ 2.

The Resolution is enacted upon its adoption.

Refers to item 12 5) of the agenda

Resolution No.
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 the year 2016

Acting in accordance with Art. 395 § 2 p. 2 and Art. 348 § 4 of the Commercial Companies Code and § 13 points 2 and 6 and § 33 section 1 points 2 and 4 of the Statute of Bank Polska Kasa Opieki S.A, the Ordinary General Meeting resolves as follows:

§ 1

The net profit of Bank Polska Kasa Opieki Spółka Akcyjna for 2016 in the amount of 2,278,374,734.13 PLN (say: two billion two hundred seventy eight million three hundred seventy four thousand seven hundred thirty four 13/100 PLN) is divided in such way that:

- 1) 99.99% of net profit of the Bank i.e. the amount 2,278,239,895.12 (say: two billion two hundred seventy eight million two hundred thirty nine thousand eight hundred ninety five PLN 12/100) is allocated to dividend,
- 2) 134,839.01 PLN (say: one hundred thirty four thousand eight hundred thirty nine PLN 01/100) is allocated to funds for general banking risk.

§ 2

The dividend per share amounts to 8.68 PLN (say eight 68/100 PLN).

§ 3

The date of determining the right to dividend is set on 7th June 2017.

§ 4

The date of paying out the dividend is set on 27th June 2017.

§ 5

The Resolution is enacted upon its adoption.

Justification for 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 the year 2016

Presenting the motion regarding the distribution of the profit of the Bank Pekao S.A. for the year 2016, the Management Board has taken into account the strong capital position, which provides the Bank with a privileged position allowing to face even unpredictable volatility of the macroeconomic scenario and realize planned growth.

According to the motion of the Management Board of the Bank the payment of dividend will amount to 8.68 PLN per share, which would translate to 99.99% of dividend payout rate of the net profit of the Bank for 2016.

The Supervisory Board has given its positive opinion on the motion of the Management Board of the Bank concerning the distribution of the profit and recommended to the Ordinary General Meeting to adopt a resolution in this matter.

Refers to the agenda item 12 6)

Resolution No.
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 the year 2016

Acting in accordance with Art. 395 § 5 of the Commercial Companies Code and § 13 p. 3 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1.

The Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna on its activity in 2016 and the results of the performed assessment of: the reports on the activity of Bank Polska Kasa Opieki Spółka Akcyjna and of Bank Polska Kasa Opieki Spółka Akcyjna Group for the year 2016, financial statements of Bank Polska Kasa Opieki Spółka Akcyjna and of Bank Polska Kasa Opieki Spółka Akcyjna Group for the period ended on 31 December 2016, and of the motion of the Management Board of the Bank on the distribution of the profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2016 and of the situation of Bank Polska Kasa Opieki Spółka Akcyjna is hereby approved.

§ 2.

The Resolution is enacted upon its adoption.

Enclosures:

Report of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna on its activity in 2016 and the results of the performed assessment of: the reports on the activity of Bank Polska Kasa Opieki Spółka Akcyjna and of Bank Polska Kasa Opieki Spółka Akcyjna Group for the year 2016, financial statements of Bank Polska Kasa Opieki Spółka Akcyjna and of Bank Polska Kasa Opieki Spółka Akcyjna Group for the period ended on 31 December 2016, and of the motion of the Management Board of the Bank on the distribution of the profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2016 and of the situation of Bank Polska Kasa Opieki Spółka Akcyjna.

Justification of the resolution 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 the year 2016

Report on the activity of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2016 and the results of the performed assessment of: the reports on the activities of Bank Polska Kasa Opieki Spółka Akcyjna and of Bank Polska Kasa Opieki Spółka Akcyjna Group for the year 2016, financial statements of Bank Polska Kasa Opieki Spółka Akcyjna and of Bank Polska Kasa Opieki Spółka Akcyjna Group for the period ended on 31st December 2016, and of the motion of the Management Board of the Bank on the distribution of the profit of Bank Polska Kasa Opieki Spółka Akcyjna for the year 2016 and of the situation of Bank Polska Kasa Opieki Spółka Akcyjna ("The Report") is being considered and approved by the Ordinary General Meeting, in accordance to § 13 point 3 of the Bank's Statute. The Report was prepared including rules II.Z.10.1., II.Z.10.2 and II.Z.10.4 of "Code of Best Practice for WSE Listed Companies 2016" i.e. among others it contains the assessment of the situation of the Bank including the assessment of internal control systems, risk management, compliance and internal audit functions, as well as rationality of the Bank's policy in terms of sponsorship and charitable activities.

Refers to the agenda item 12 7)

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2016

Acting in accordance with Art. 393 p. 1 and Art. 395 § 2 p. 3 of the Commercial Companies Code 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 from 1st January to 16th June 2016 and from 22nd July to 31st December 2016 and Member of the Supervisory Board from 17th June to 21st July 2016, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2016

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

§ 1.

Mr. Leszek Pawłowicz - Deputy Chairman of the Supervisory Board from 1st January to 16th June 2016 and from 22nd July to 31st December 2016 and Member of the Supervisory Board from 17th June to 21st July 2016, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2016

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

§ 1.

Mr. Dariusz Filar - Member of the Supervisory Board from 1st January to 31st December 2016, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2016

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

§ 1.

Ms. Katarzyna Majchrzak - Member of the Supervisory Board from 1st January to 31st December 2016, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2016

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

§ 1.

Ms. Laura Penna - Member of the Supervisory Board from 1st January to 31st December 2016, hereby receives a vote of approval for the performance of her duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2016

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

§ 1.

Ms. Wioletta Rosołowska - Member of the Supervisory Board from 1st January to 31st December 2016, hereby receives a vote of approval for the performance of her duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2016

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

§ 1.

Ms. Doris Tomanek - Member of the Supervisory Board from 1st January to 31st December 2016, hereby receives a vote of approval for the performance of her duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2016

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

§ 1.

Mr. Roberto Nicastro - Deputy Chairman of the Supervisory Board from 1st January to 16th June 2016, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2016

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

§ 1.

Mr. Alessandro Decio - Secretary of the Supervisory Board from 1st January to 16th June 2016, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2016

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

§ 1.

Mr Massimiliano Fossati - Member of the Supervisory Board from 17th June to 21st July 2016 and Secretary of the Supervisory Board from 22nd July to 31st December 2016, hereby receives a vote of approval for the performance of her duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2016

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

§ 1.

Mr. Gianni Papa - Member of the Supervisory Board from 17th June to 21st July 2016 and Deputy Chairman of the Supervisory Board from 22nd July to 31st December 2016, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Refers to the agenda item 12 8)

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2016

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

§ 1.

Mr. Luigi Lovaglio - President of the Management Board of the Bank from 1st January to 31st December 2016, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2016

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.3 of the Commercial Companies Code 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 of the Bank from 1st January to 31st December 2016, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2016

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.3 of the Commercial Companies Code 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 of the Bank from 1st January to 31st December 2016, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2016

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

§ 1.

Mr. Adam Niewiński - Vice President of the Management Board of the Bank from 1st January to 31st December 2016, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2016

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.3 of the Commercial Companies Code 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 of the Bank from 1st January to 31st December 2016, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2016

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

§ 1.

Mr. Stefano Santini - Vice President of the Management Board of the Bank from 1st January to 31st December 2016, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on approving the performance of duties
by a member of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna in 2016

Acting in accordance with Art. 393 p.1 and Art. 395 § 2 p.3 of the Commercial Companies Code 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 of the Bank from 1st January to 31st December 2016, hereby receives a vote of approval for the performance of his duties.

§ 2.

The Resolution is enacted upon its adoption.

Refers to the agenda item 13

Resolution No.
of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on assessment of the Remuneration Policy of Bank Polska Kasa Opieki Spółka Akcyjna
in 2016

Acting in accordance with § 28 item 4 Principles of Corporate Governance for Supervised Institutions in connection with § 13 p. 18 of the Bank's Statute, the Ordinary General Meeting resolves as follows:

§ 1

After reviewing the Supervisory Board's Report on the assessment of the functioning of the Remuneration Policy, it is assessed that the functioning of the Bank's Remuneration Policy contributed to the development and security of the Bank's operations.

§ 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 assessment of the Remuneration Policy of Bank Polska Kasa Opieki Spółka Akcyjna in 2016

Pursuant to § 18 point 19 of the Bank's Statute, in connection with § 28 item 3 of Principles of Corporate Governance for Supervised Institutions issued by the Financial Supervision Authority, the supervisory body shall prepare and submit to the decision making body an yearly report on assessment of the remuneration policy functioning in the supervised institution. With regards to the above, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna conducted an assessment of the Remuneration Policy functioning in Bank Polska Kasa Opieki Spółka Akcyjna in the year 2016 and the results of this assessment have been presented in the Report on the assessment of the Remuneration Policy of Bank Polska Kasa Opieki Spółka Akcyjna in 2016.

Pursuant to § 28 item 4 § 28 item 4 of Principles of Corporate Governance for Supervised Institutions, the Ordinary General Meeting of Bank Pekao SA, shall assess whether the established Remuneration Policy Bank Polska Kasa Opieki Spółka Akcyjna contributes to the development and security of the operations of the Bank.

The Bank realized in 2016 Remuneration Policy contributed to development and security of the Bank's operations, through the implementation of the provisions and objectives based on ensuring the long-term growth in shareholder value and stability of the company's functioning.

Refers to the agenda item 15

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

Acting under art. 430 § 1 of the Code of Commercial Companies and § 13 item 8 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Ordinary General Meeting of the Bank resolves the following:

§ 1

The following amendments shall be made to the Bank Statute:

- 1) in Par. 6 of the Bank's Statute in section 1 item 35) the full stop shall be replaced by a comma, and after item 35) the following item 36) shall be added:
„36) Providing trust services and issuing electronic means of identification as defined in the regulations on trust services.”;
- 2) in Par. 18 of the Bank's Statute in item 23) the full stop shall be replaced by a comma and after item 23) the following item 24) shall be added:
„24) Approval of the recovery plan of the Bank or the recovery plan of the Bank's Capital Group prepared under the provisions of the Banking Act.”;
- 3) in Par. 22 of the Bank's Statute following section 6 shall be deleted:
“6. The Management Board of the Bank, operating through the statutory bodies of the subsidiaries of the Bank, co-ordinates and affects their activities aimed at ensuring the stability of the group.”.

§ 2

The resolution shall become into force on the date of its adoption, with the provision that amendments to the Statute shall become effective upon the moment of their registration in the Register of Business Entities of the National Court Register (KRS).

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

The proposed amendments in Bank's Statute mentioned aim to adjustment the provisions of the Bank's Statute to the legal regulations and guidelines of the Financial Supervision Authority arising from the KNF letter ref. no. DLB-DLB_WL1/700/18/2/2016/MG received by the Bank on 30 March 2016.

Inclusion to activities of the Bank of provision allowing to “the provision of trust services and issuing of electronic means of identification” (§ 6 sec. 1 item 36 of the Bank Statute) is justified by the planned for the second half of 2017 providing such services. The Bank is carrying out advanced work on the implementation of a model to provide the abovementioned services by common banks via the National Clearing House (KIR).

Trust services and issuing of electronic means of identification will be carried by the Bank based on Regulation (EU) No. 910/2014 of the European Parliament and of the Council of 23 July 2014 on electronic identification and trust services for electronic transactions in the internal market and the Act of 5 Sep. 2016 on trust services and electronic identification. The possibility for banks to provide such services has been stipulated in art. 6 section 1 item 6a) of the Banking Act.

Adding to the scope of competences of the Supervisory Board of provision, according to which the Supervisory Board approves a recovery plan or a group recovery plan prepared based on Banking Law (§ 18 item 24 of the Bank's Statute) is justified by the content of article 141q section 2 of Banking law.

Deletion of section 6 from § 22 of the Bank's Statute is the realization by the Bank of KNF guidelines contained in the letter ref. no. DLB-DLB_WL1/700/18/2/2016/MG received by the Bank on 30 March 2016.

Refers to the agenda item 16

Resolution No.
of Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
on establishing the uniform text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

Acting under art. 430 § 1 of the Code of Commercial Companies and § 13 Item 8 of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the General Meeting of the Bank hereby resolves the following:

§ 1

The uniform text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, including amendments adopted under Resolution No. _____ of the General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, is hereby established.

§ 2

The uniform text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, specified in § 1, has been included in an appendix hereto.

§ 3

This Resolution shall come into force on the day of registration the amendments of the Statute of the Bank adopted by the Resolution No _____ of General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna in the register of entrepreneurs of the National Court Register (KRS).

Enclosures:

The uniform text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

Justification for the resolution of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna on establishing the uniform text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

Pursuant to § 13 point 8 of the Bank's Statute the Ordinary General Meeting establishes the uniform text of the Bank's Statute.

Legal grounds:

Art.402¹ §1 of the Commercial Companies Code (i.e. Journal of Laws of 2013, item 1030 as amended) and § 38 sec. 1 p.1 and 3 of the Ordinance of the Minister of Finance of 19th February 2009 on current and periodic information published by issuers of securities and the conditions for regarding information required by the law of a non-member state as equivalent (i.e. Journal of Laws of 2014, item 133)