

**Draft resolutions of the Extraordinary General Meeting
of Bank Polska Kasa Opieki Spółka Akcyjna to be convened on 19 November 2026**

The Management Board of Bank Polska Kasa Opieki Spółka Akcyjna ("Bank") presents the draft resolutions to be considered at the Extraordinary General Meeting of the Bank.

Re. item 2 of the agenda:

**Resolution No.1
of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 19 November 2026
on the election of the Chairperson of the Extraordinary General Meeting
of Bank Polska Kasa Opieki Spółka Akcyjna**

§ 1

Acting pursuant to Article 409 § 1 of the Commercial Companies Code and § 6 paragraph 1 of the Regulations of the General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna, the Extraordinary General Meeting elects as the Chairperson of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna.

§ 2

The resolution comes into force upon its adoption.

Justification of the resolution of the Extraordinary General Meeting on the election of the Chairperson of the General Meeting of the Bank

The election of the Chairperson shall take place during the General Meeting, in accordance with Article 409 § 1 of the Commercial Companies Code and § 6 paragraph 1 of the Regulations of the General Meetings of Bank Polska Kasa Opieki Spółka Akcyjna.

Re. item 4 of the agenda:

**Resolution No. 2
of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 19 November 2026
on the adoption of the agenda of the Extraordinary General Meeting of Bank Polska Kasa
Opieki Spółka Akcyjna**

§ 1

The Extraordinary General Meeting of the Bank adopts the following agenda:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Confirmation that the Extraordinary General Meeting has been duly convened and has capacity to adopt binding resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Adoption of a resolution on the amendment of Resolution No. 41 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna dated 21 June 2018, on the rules for determining the compensation of members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna, as amended by Resolution No. 34 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna dated 26 June 2019 and Resolution No. 32 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna dated 15 June 2022.
6. Adoption of a resolution regarding amending Resolution No. 42 on the amendment of Resolution No. 42 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna dated 21 June 2018, on the rules for determining the compensation of members of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna, as amended by Resolution No. 33 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna dated 26 June 2019.
7. Adoption of a resolution regarding the "Gender Balance and Diversity Policy for Employees of Bank Polska Kasa Opieki Spółka Akcyjna, including Members of the Supervisory Board, Members of the Management Board and Key Function Holders".
8. Adoption of a resolution on amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna and authorising the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish the consolidated text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna.
9. Adoption of a resolution on the coverage of the costs of convening and holding the Extraordinary General Meeting.
10. Closing of the Extraordinary General Meeting.

§ 2

The resolution enters into force as of the date of its adoption.

Justification of the resolution of the Extraordinary General Meeting on the adoption of the agenda of the Extraordinary General Meeting of the Bank.

The General Meeting deliberates according to the adopted agenda. Pursuant to Article 404 § 1 of the Commercial Companies Code, no resolution may be adopted on matters not included in the agenda, unless the entire share capital is represented at the General Meeting and no one present has objected to adopting the resolution.

Re. item 5 of the agenda:

**Resolution No. 3
of the Extraordinary General Meeting
of Bank Polska Kasa Opieki Spółka Akcyjna
dated 19 November 2026**

regarding amending Resolution No. 41 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna dated 21 June 2018, on the rules for determining the compensation of members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna, as amended by Resolution No. 34 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna dated 26 June 2019 and Resolution No. 32 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna dated 15 June 2022

Acting pursuant to § 13(15) of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Extraordinary General Meeting of the Bank hereby resolves as follows:

§ 1

Resolution No. 41 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna dated 21 June 2018, regarding the rules for determining the compensation of members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna, as amended by Resolution No. 34 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna dated 26 June 2019, and by Resolution No. 32 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna dated 15 June 2022, as follows:, is hereby amended as follows:

§ 1(1), previously reading as follows:

“1. The monthly remuneration of the Bank’s Supervisory Board members shall be equal to the product of the base amount referred to in Article 1(3)(11) of the Act on determining the remuneration of persons managing certain companies dated 9 June 2016, and the factor of 2.75.”

shall read as follows:

“1. The monthly compensation for members of the Bank’s Supervisory Board is determined as the product of the calculation basis referred to in Article 1(3)(11) of the Act of 9 June 2016, on the rules for determining the remuneration of executives of certain companies, **taking into account other legal acts that change or modify the calculation basis, including provisions of laws on special measures for the implementation of the budget act for a given year**, and a multiplier of 2.75.”

§ 2.

The resolution enters into force as of the date of its adoption.

Justification of the resolution of the Extraordinary General Meeting Regarding amending regarding the amendment of Resolution No. 41 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna dated 21 June 2018, regarding the rules for determining the compensation of members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna, as amended by Resolution No. 34 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna dated 26 June 2019 and by Resolution No. 32 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna dated 15 June 2022.

Establishing the rules for determining the compensation of Supervisory Board members falls within the authority of the General Meeting and serves to ensure that shareholders can exercise their rights to determine the compensation of the Company’s governing bodies.

Re. item 6 of the agenda:

**Resolution No. 4
of the Extraordinary General Meeting
of Bank Polska Kasa Opieki Spółka Akcyjna
dated 19 November 2026
regarding amending Resolution No. 42 of the Ordinary General Meeting of Bank Polska
Kasa Opieki Spółka Akcyjna dated 21 June 2018, on the rules for determining the
compensation of members of the Management Board of Bank Polska Kasa Opieki Spółka
Akcyjna, as amended by Resolution No. 33 of the Ordinary General Meeting of Bank Polska
Kasa Opieki Spółka Akcyjna dated 26 June 2019**

Acting pursuant to § 13(15a) of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Bank's Extraordinary General Meeting hereby resolves as follows:

§ 1

Resolution No. 42 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna dated 21 June 2018, regarding the rules for determining the compensation of members of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna, as amended by Resolution No. 33 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna dated 26 June 2019, as follows:

1. § 2(2), previously reading as follows:

"2. The fixed remuneration of the individual Management Board members shall be within the range of 7 to 15 base amounts referred in Art. 1(3)(11) of the Act on determining the remuneration of persons managing certain companies dated 9 June 2016".

shall receive the following wording:

"2. The fixed remuneration of the individual Management Board members shall be within the range of 7 to 15 base amounts referred in Art. 1(3)(11) of the Act on determining the remuneration of persons managing certain companies dated 9 June 2016, **taking into account other legal acts that amend or modify the base amount, including the provisions of acts on special measures for the implementation of the budget act for a given year.**"

2. In § 2, a new paragraph 2a is added, reading as follows:

"2a. The compensation of Management Board members may be determined in a manner different from that specified in paragraph 2, provided that it does not exceed fifteen times the calculation basis, defined as the arithmetic mean of the average monthly salaries in the enterprise sector, excluding profit-sharing bonuses, as announced by the President of the Central Statistical Office, based on the 12 full, consecutive quarters of the most recent years preceding the year for which the calculation basis is determined."

3. § 2(3), previously reading as follows:

"3. In a situation where a Member of the Management Board is simultaneously employed under an employment contract, contract of mandate, management service contract or other civil law contract of a similar nature by Powszechny Zakład Ubezpieczeń S.A. ("PZU SA") or an entity other than the Bank that is controlled by PZU SA within the meaning of Article 4(4) of the Act of 16 February 2007, on Competition and Consumer Protection (Journal of Laws of 2017, item 229, as amended), the remuneration is payable under each legal relationship, whereas the total basic monthly remuneration from all legal relationships may not exceed the upper limit of the reference range specified in paragraph 2. This rule shall apply accordingly in the case of appointment of a Member of the Management Board to the management board of an enterprise controlled by PZU SA within the meaning of Article 4 (4) of the Act on Competition and Consumer Protection, if it is possible within the meaning of separate regulations to discharge the office of Member of the Management Board of the Bank and that enterprise at the same time".

shall receive the following wording:

"3. In a situation where a Member of the Management Board is simultaneously employed under an employment contract, contract of mandate, management service contract or other civil law contract

of a similar nature by Powszechny Zakład Ubezpieczeń S.A. ("PZU SA") or **by** an entity other than the Bank that is controlled by PZU SA within the meaning of Article 4(4) of the Act of 16 February 2007, on Competition and Consumer Protection (Journal of Laws of 2017, item 229, as amended), the remuneration is payable under each legal relationship, whereas the total monthly basic monthly remuneration from all legal relationships may not exceed the upper limit of the reference ranges specified in 2 specified in paragraph 2 **or 2a**. This rule shall apply accordingly in the case of appointment of a Member of the Management Board to the management board of an enterprise controlled by PZU S-A- within the meaning of Article 4 (4) of the Act on Competition and Consumer Protection, if it is possible within the meaning of separate regulations to discharge the office of Member of the Management Board of the Bank and that enterprise at the same time".

4. § 3(3), previously reading as follows:

"3. constituting a condition"3. A separate Management Objective is established, constituting a condition for the award of Variable Remuneration, consisting in the implementation of remuneration principles applicable to members of management and supervisory bodies and consistent with the provisions laid down in the Act in all subsidiaries of the Bank belonging to the capital group within the meaning of Article 4 (14) of the Act of 16 February 2007, on Competition and Consumer Protection ("Capital Group")."

shall receive the following wording:

"3. Constituting a condition"3. A separate Management Objective is established, constituting a condition for the award of Variable Remuneration, consisting in the implementation of remuneration principles applicable to members of management and supervisory bodies and consistent with the provisions laid down in the Act in all subsidiaries of the Bank belonging to the capital group within the meaning of Article 4 (14) of the Act of 16 February 2007, on Competition and Consumer Protection ("Capital Group"),**taking into account other legal acts that amend or modify the basis for calculation, including provisions of laws on special measures for the implementation of the budget act for a given year. ". "**

§ 2

The resolution enters into force as of the date of its adoption.

Justification of the resolution of the Extraordinary General Meeting Regarding amending Resolution No. 42 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna dated 21 June 2018, regarding the rules for determining the compensation of members of the Management Board of Bank Polska Kasa Opieki Spółka Akcyjna, as amended by Resolution No. 33 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna dated 26 June 2019

Establishing the rules for determining the compensation of Management Board members falls within the authority of the General Meeting and serves to uphold the shareholders' rights to determine the compensation of the Company's governing bodies.

The draft resolution applies the provision of Article 4(3) of the Act, which provides that a draft resolution on the rules for determining the compensation of members of the management body may provide for a different amount of the fixed portion of a member's compensation than that specified in accordance with Article 4(2) of the Act, if exceptional circumstances concerning the company or the market in which it operates warrant it.

Re. item 7 of the agenda:

**Resolution No. 5
of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 19 November 2026
on the adoption of the “Gender Balance and Diversity Policy for Employees of Bank Polska
Kasa Opieki Spółka Akcyjna, including Members of the Supervisory Board, Members of the
Management Board and Key Function Holders”**

§ 1

Acting pursuant to Article 90gd of the Act of 29 July 2005 on Public Offering and the Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies, as well as Article 9ce(2) of the Banking Law Act of 29 August 1997, the Extraordinary General Meeting hereby adopts the “Gender Balance and Diversity Policy for Employees of Bank Polska Kasa Opieki Spółka Akcyjna, including Members of the Supervisory Board, Members of the Management Board and Key Function Holders”, in the wording constituting an appendix to this Resolution.

§ 2

Resolution No. 34 of the Ordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna dated 15 June 2022 regarding the adoption of the Gender Equality and Diversity Policy for Employees of the Bank, including Members of the Supervisory Board, Members of the Management Board and Key Function Holders of Bank Polska Kasa Opieki Spółka Akcyjna, shall be repealed to the extent that it applies to Members of the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna.

§ 3

The resolution enters into force as of the date of its adoption.

Justification of the Resolution of the Extraordinary General Meeting regarding the adoption of the “Gender Balance and Diversity Policy for Employees of Bank Polska Kasa Opieki Spółka Akcyjna, including Members of the Supervisory Board, Members of the Management Board and Key Function Holders”

Pursuant to Article 90gd(1) of the Act of 29 July 2005 on Public Offering and the Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies, the adoption of a gender balance policy falls within the competence of the General Meeting.

Furthermore, Article 9ce of the Banking Law Act of 29 August 1997, in the wording effective from 29 September 2026, provides that the general meeting shall adopt a diversity policy with respect to the composition of the supervisory board of a bank.

Re. item 8 of the agenda:

Resolution No. 6
of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 19 November 2026
on amending the Statute of Bank Polska Kasa Opieki Spółka Akcyjna and authorising the
Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna to establish the
consolidated text of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 13(8) of the Statute of Bank Polska Kasa Opieki Spółka Akcyjna, the Extraordinary General Meeting of the Bank hereby resolves as follows:

§ 1

The Statute of Bank Polska Kasa Opieki Spółka Akcyjna shall be amended in such a way that:

1) § 14(7) shall read as follows:

“The Supervisory Board shall elect from among its members a Chairperson, two Vice-Chairpersons and a Secretary of the Supervisory Board, provided that the election of the Chairperson shall require the consent of the Polish Financial Supervision Authority. A Vice-Chairperson of the Supervisory Board may simultaneously act as Secretary of the Supervisory Board.”

2) item 6 of § 18 shall be repealed;

3) § 18(7) shall read as follows:

“Appointing, subject to the consent of the Polish Financial Supervision Authority, the President of the Management Board of the Bank and the Member of the Management Board supervising the management of risks material to the Bank’s operations, or entrusting such function to an appointed Member of the Management Board, and dismissing such persons, taking into account the fit and proper assessment,”

4) § 18(8) shall read as follows:

“Appointing, subject to the consent of the Polish Financial Supervision Authority, and dismissing the Vice-Presidents and Members of the Management Board of the Bank, taking into account the fit and proper assessment,”

5) § 19 shall read as follows:

“The Chairperson of the Supervisory Board, and in the event of his or her absence, a Vice-Chairperson of the Supervisory Board designated by the Chairperson, shall be authorised to sign, on behalf of the Supervisory Board, agreements concluded by the Bank with Members of the Management Board of the Bank, as well as applications and other written communications submitted to the Polish Financial Supervision Authority where the obligation to submit such documents by the Supervisory Board arises from provisions of law.”

6) § 22(3) shall read as follows:

“The Vice-President of the Management Board of the Bank supervising the management of risks material to the Bank’s operations shall oversee the risk management area, including credit risk, excluding compliance risk management.”

§ 2

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna is authorised to determine the consolidated text of the amended Statute of Bank Polska Kasa Opieki Spółka Akcyjna, taking into account the authorisation by the Polish Financial Supervision Authority referred to in § 3.

§ 3

The resolution enters into force as of the date of its adoption; however, the amendment to the Statute of Bank Polska Kasa Opieki Spółka Akcyjna adopted under this Resolution requires entry in the Register of Entrepreneurs of the National Court Register in accordance with Article 430 § 1

of the Commercial Companies Code, after obtaining the authorisation of the Polish Financial Supervision Authority to make such amendment.

Justification of the Resolution of the Extraordinary General Meeting of the Bank on amending the Bank's Statute

The proposed amendments result from the amendments to the Banking Law Act of 29 August 1997, which entered into force on 29 September 2026. Pursuant to the newly introduced Article 22b(1a), the appointment of the Chairperson of the Supervisory Board and the Members of the Management Board of the Bank requires the consent of the Polish Financial Supervision Authority.

Re. item 9 of the agenda:

**Resolution No. 7
of the Extraordinary General Meeting of Bank Polska Kasa Opieki Spółka Akcyjna
dated 19 November 2026
regarding the coverage of the costs of convening and holding the Extraordinary General
Meeting**

§ 1

Pursuant to Article 400 § 4 of the Commercial Companies Code, the Extraordinary General Meeting of the Bank resolves that the costs of convening and holding the Extraordinary General Meeting shall be borne by the Bank.

§ 2

The resolution enters into force as of the date of its adoption.

Justification of the Resolution of the Extraordinary General Meeting on the coverage of the costs of convening and holding the Extraordinary General Meeting

Pursuant to Article 400 § 4 of the Commercial Companies Code, a meeting convened at the request of a shareholder or shareholders representing at least one-twentieth of the share capital shall adopt a resolution determining whether the costs of convening and holding such meeting are to be borne by the company.