

**ORDINARY GENERAL MEETING OF BANK MILLENNIUM S.A.**  
**CONVENED FOR 30 MARCH 2022**  
**FORM OF PROXY**

I, the undersigned,

Name and surname: .....

Company: .....

Title: .....

Address: .....

and

Name and surname: .....

Company: .....

Title: .....

Address: .....

hereby declare that ..... (*Shareholder's name and surname / business name*) (the "**Shareholder**") holds ..... (*number*) of ordinary bearer shares in Bank Millennium S.A., with its registered office in Warsaw (the "**Bank**") and I/we hereby authorize:

Mr/Ms ..... ( <i>name of person</i> ), holder of passport / identity card / other official identity document ..... (the " <b>Proxy</b> ")
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To represent the Shareholder at the Ordinary General Meeting to be held at 9.30 a.m. on 30 March 2022 at the registered office of the Bank (i.e. Stanistawa Żaryna Street 2A, 02-593 Warsaw) (the "Ordinary General Meeting"), and in particular to participate in and speak during the Ordinary General Meeting, to sign a list of attendees and to vote on behalf of the Shareholder [in accordance with the voting instructions attached here in below / at the Proxy's discretion]<sup>1</sup>.

I understand and accept the technical risks connected with forwarding this form via the Internet, including, in particular, the risk of damage, breakdown or faulty operation of IT systems or connections via the Internet which may cause disruption, suspension or interruption of the transmission when forwarding this form.

\_\_\_\_\_  
(signature)

Place: .....

Date: .....

\_\_\_\_\_  
(signature)

Place: .....

Date: .....

<sup>1</sup> Strike out whichever does not apply.

## **IMPORTANT INFORMATION:**

### **Identification of Shareholder**

In order to identify the Shareholder who grants the power of attorney the following should be attached to this power of attorney:

- (i) if the Shareholder is an individual, a copy of the identification card, passport or other official document confirming the Shareholder's identity; or
- (ii) if the Shareholder is not an individual, a copy of an extract from the relevant register or other document confirming the authority of one or several individuals to represent the Shareholder at the Ordinary General Meeting (e.g. uninterrupted sequence of powers of attorney).

In the event of doubt as to the authenticity of the copies of the above-mentioned documents, the right shall be reserved to demand that the Proxy present the following at the time of making the attendance register:

- (i) when a Shareholder is a natural person, a copy of the ID card, passport or another official identity document of the Shareholder certified to be true by a notary or another entity entitled to certify copies to be true; or
- (ii) when a Shareholder is not a natural person, an original or a copy of the extract from the relevant register or another document confirming the power of a natural person (or natural persons) to represent the Shareholder at the General Meeting (e.g. continuous sequence of powers of Proxy) certified to be true by a notary or another entity entitled to certify copies to be true.

### **Identification of Proxy**

For the purposes of identification of the Proxy the right shall be reserved to demand that the Proxy present during the preparation of the attendance list the following documents:

- (i) when a Proxy is a natural person, an ID card, a passport or another official identity document of the Proxy; or
- (ii) when a Proxy is not a natural person, an original or a copy of the extract from the relevant register or another document confirming the power of the natural person (natural persons) to represent the Proxy at the General Meeting (e.g. a continuous sequence of powers of Proxy) certified to be true by a notary or another entity entitled to certify copies to be true.

**PLEASE NOTE THAT IN THE EVENT OF ANY DISCREPANCIES BETWEEN THE SHAREHOLDER DATA STATED IN THE POWER OF ATTORNEY AND THE DATA ON THE LIST OF SHAREHOLDERS, PROXY ACTING ON BEHALF OF THE SHAREHOLDER MAY NOT BE ADMITTED TO PARTICIPATE IN THE ORDINARY GENERAL MEETING.**

**PLEASE NOTE FURTHER THAT A PROXY MAY ALSO BE GRANTED IN FORM OTHER THAN THAT PROVIDED ABOVE.**

## INSTRUCTIONS ON HOW TO EXERCISE VOTING RIGHTS VIA A PROXY

The Ordinary General Meeting of Bank Millennium S.A., with its registered office in Warsaw, is to be held at 9.30 on 30 March 2022 at the registered office of the Bank (i.e. Stanisława Żaryna 2A Street, 02-593 Warsaw).

<b>POINT 3 ON THE AGENDA</b> - Passing of a Resolution in the matter of election of the Chairperson of the General Meeting (Resolution No. 1). (Draft resolution - Schedule No. 1)			
<input type="checkbox"/> In favor	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the Proxy's discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 7 ON THE AGENDA</b> - Passing of a Resolution in the matter of approval for fiscal year 2021: of the financial report of Bank Millennium S.A. and combined Management Board Report on the activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group and the combined ESG report of Bank Millennium S.A. and Bank Millennium S.A. Capital Group. (Resolution No. 2). (Draft resolution - Schedule No. 2)			
<input type="checkbox"/> In favor	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the Proxy's discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 8 ON THE AGENDA</b> - Passing of a Resolution in the matter of approving the financial report of the Bank Millennium S.A. Capital Group for fiscal year 2021. (Resolution No. 3). (Draft resolution - Schedule No. 3)			
<input type="checkbox"/> In favor	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the Proxy's discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 9 ON THE AGENDA</b> - Passing of a Resolution in the matter of approving the report on the activity of the Supervisory Board in 2021 and performing the assessment of the remuneration policy at Bank Millennium S.A. (Resolution No. 4). (Draft resolution - Schedule No. 4)			
<input type="checkbox"/> In favor	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the Proxy's discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 10 ON THE AGENDA</b> - Passing of a Resolution on the coverage of the loss for fiscal year 2021 (Resolution No. 5). (Draft resolution - Schedule No. 5)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr Joao Nuno Lima Bras Jorge - Chairman of the Management Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021 (Resolution no 6). (Draft resolution - Schedule No. 6)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr Fernando Maria Cardoso Rodrigues Bicho - Deputy Chairman of the Management Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021 (Resolution No. 7). (Draft resolution - Schedule No. 7)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr Wojciech Haase - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021 (Resolution No. 8). (Draft resolution - Schedule No. 8)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr Andrzej Gliński - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021 (Resolution No. 9). (Draft resolution - Schedule No. 9)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr Wojciech Rybak - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021 (Resolution No. 10). (Draft resolution - Schedule No. 10)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr Antonio Ferreira Pinto Junior - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021 (Resolution No. 11). (Draft resolution - Schedule No. 11)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr Jaroslaw Hermann - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021 (Resolution No. 12). (Draft resolution - Schedule No. 12)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr Bogusław Kott - Chairman of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021 (Resolution No. 13). (Draft resolution - Schedule No. 13)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr Nuno Manuel da Silva Amado - Deputy Chairman of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021 (Resolution No. 14). (Draft resolution - Schedule No. 14)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr Dariusz Rosati - Deputy Chairman and Secretary to the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021 (Resolution No. 15). (Draft resolution - Schedule No. 15)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr Miguel de Campos Pereira de Bragança - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021 (Resolution No. 16). (Draft resolution - Schedule No. 16)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Ms Agnieszka Hryniewicz - Bieniek - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of her duties in fiscal year 2021 (Resolution No. 17). (Draft resolution - Schedule No. 17)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Ms Anna Jakubowski - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of her duties in fiscal year 2021 (Resolution No. 18). (Draft resolution - Schedule No. 18)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr Grzegorz Jędryś - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021 (Resolution No. 19). (Draft resolution - Schedule No. 19)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr Andrzej Koźmiński - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021 (Resolution No. 20). (Draft resolution - Schedule No. 20)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr Alojzy Nowak - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021 (Resolution No. 21). (Draft resolution - Schedule No. 21)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr José Miguel Bensliman Schorcht da Silva Pessanha - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021 (Resolution No. 22). (Draft resolution - Schedule No. 22)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr Miguel Maya Dias Pinheiro - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021 (Resolution No. 23). (Draft resolution - Schedule No. 23)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr Lingjiang Xu - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021 (Resolution No. 24). (Draft resolution - Schedule No. 24)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			



<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Ms Olga Grygier-Siddons - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of her duties in fiscal year 2021 (Resolution No. 25). (Draft resolution - Schedule No. 25)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Ms Beata Stelmach - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of her duties in fiscal year 2021 (Resolution No. 26). (Draft resolution - Schedule No. 26)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 12 ON THE AGENDA</b> - Passing of the Resolution: "in the matter of passing a resolution pronouncing an opinion on the Supervisory Board report on the remuneration of Members of the Bank's Management Board and Supervisory Board" (Resolution No. 27). (Draft resolution - Schedule No. 27)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 13 ON THE AGENDA</b> - Passing of a Resolution on approval of the Policy for Selection and Assessment of Suitability of the Supervisory Board Members of Bank Millennium S.A. (Resolution No. 28). (Draft resolution - Schedule No. 28)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 14 ON THE AGENDA</b> - Passing of a Resolution in the matter of adoption of the document diversity policy regarding the Management Board and Supervisory Board of Bank Millennium S.A. (Resolution No. 29). (Draft resolution - Schedule No. 29)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 15 ON THE AGENDA</b> - Passing of a Resolutions on the adoption of Best Practices for Companies Listed on the WSE 2021 (Resolutions from No. 30). (Draft resolution - Schedule No. 30)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 16 ON THE AGENDA</b> - Passing of a Resolution in the matter of amendments to the Bank's Articles of Association (Resolution No. 31). (Draft resolution - Schedule No. 31)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 17 ON THE AGENDA</b> - Passing of a Resolution in the matter of amending the Bylaws of the General Meeting of the Shareholders of Bank Millennium S.A. and determination of their consolidated text (Resolution No. 32). (Draft resolution - Schedule No. 32)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 18 ON THE AGENDA</b>		<b>- Passing of a Resolution on informing the General Meeting about the By-laws of the Supervisory Board of Bank Millennium S.A. (Resolution No. 33).</b>	
<b>(Draft resolution - Schedule No. 33)</b>			
<input type="checkbox"/> In favor	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the Proxy's discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 20 ON THE AGENDA</b>		<b>- Passing of a Resolution in the matter of division of Millennium Dom Maklerski S.A. (Resolution No. 34).</b>	
<b>(Draft resolution - Schedule No. 34)</b>			
<input type="checkbox"/> In favor	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the Proxy's discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:
<input type="checkbox"/> Other:			

## EXPLANATIONS

The Shareholders are requested to issue instructions by placing an "X" in the relevant field. If the field "other" is marked, the Shareholders are requested to provide in that field detailed instructions concerning the exercise of voting rights by the proxy.

If a Shareholder resolves to vote differently with respect to some of its shares than with other of its shares, such Shareholder is requested to designate in the relevant fields the number of shares which are to be voted "in favor", "against" or which are to "abstain". In case the number of shares is not indicated, the proxy shall be deemed to be authorized to vote in the manner as stated in the instructions with respect to all the shares held by the Shareholder.

The draft resolutions which are proposed to be adopted with regard to the specific points on the agenda are attached as schedules to these instructions.

**Please note that the draft resolutions attached to these instruction may differ from the draft resolutions submitted to a vote at the Ordinary General Meeting. To avoid any doubt as to the manner in which the proxy is supposed to vote in such an event, please specify in the field "other" the manner in which the proxy is to act in such circumstances.**

### ***Schedule No. 1 to Instructions on how to exercise voting rights via proxy***

*Translation from Polish language*

*DRAFT*

### **RESOLUTION NO. 1**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*in the matter of electing Chairman the General Meeting*

Pursuant to art. 409 § 1 of the Code of Commercial Companies and § 5 and 6 of the Bylaws of the General Meeting of the Shareholders of Bank Millennium S.A., the Ordinary General Meeting appoints you \_\_\_\_\_ Chairman of the Ordinary General Meeting.

**Schedule No. 2 to Instructions on how to exercise voting rights via proxy**

Translation from Polish language

DRAFT

**RESOLUTION NO. 2**

*of the Ordinary General Meeting of Bank Millennium S.A.  
of 30 March 2022*

*in the matter of approval for fiscal year 2021: of the financial report of Bank Millennium S.A. and combined Management Board Report on the activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group and the combined ESG report of Bank Millennium S.A. and Bank Millennium S.A. Capital Group.*

Pursuant to art. 393 item 1, art. 395 § 2 item 1 and § 5 of the Code of Commercial Companies and § 8 sect. 1 item 1 of the Articles of Association of Bank Millennium S.A. the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting hereby approves:

1/ audited financial report of Bank Millennium S.A. for fiscal year 2021 containing:

- a/ profit and loss account for the period from 1 January do 31 December 2021 showing a loss of PLN 1 357 452 thousand;
- b/ total income report for the period from 1 January do 31 December 2021 showing a loss of PLN 2 200 148 thousand;
- c/ balance sheet prepared as of 31 December 2021, which on the assets and liabilities side shows the total of PLN 103 388 069 thousand;
- d/ statement on changes in equity from 1 January do 31 December 2021;
- e/ cash flow account for the period from 1 January do 31 December 2021 showing an increase of net cash flow by the sum of PLN 1 785 810 thousand;
- f/ accounting policies and notes for the financial report;

2) combined Management Board report on the activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group for fiscal year 2021;

3) combined ESG Report of Bank Millennium S.A. and Bank Millennium S.A. Capital Group on fiscal year 2021.

§ 2

The Resolution shall come into force as of the day of its adoption.

**Schedule No. 3 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

*DRAFT*

**RESOLUTION NO. 3**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*in the matter of approving the financial report of the Bank Millennium S.A. Capital Group  
for fiscal year 2021.*

Pursuant to art. 395 § 5 Code of Commercial Companies, the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby approves the audited consolidated financial report of the Bank Millennium S.A. Capital Group for fiscal year 2021 containing:

- a/ consolidated profit and loss account for the period from 1 January do 31 December 2021 showing a loss of PLN 1 331 866 thousand;
- b/ consolidated total income report for the period from 1 January do 31 December 2021 showing a loss of PLN 2 390 356 thousand;
- c/ consolidated balance sheet prepared as of 31 December 2021, which on the assets and liabilities side shows the total of PLN 103 913 908 thousand;
- d/ statement on changes in consolidated equity from 1 January to 31 December 2021;
- e/ consolidated cash flow account for the period from 1 January do 31 December 2021 showing an increase of net cash flow by the sum of PLN 1 785 810 thousand;
- f/ accounting policies and notes for the consolidated financial report.

§ 2

The Resolution shall come into force as of the day of its adoption.

**Schedule No. 4 to Instructions on how to exercise voting rights via proxy**

Translation from Polish language

DRAFT

**RESOLUTION NO. 4**

*of the Ordinary General Meeting of Bank Millennium SA*

*of 30 March 2022*

*in the matter of approving the report on the activity of the Supervisory Board in 2021 and performing the assessment of the remuneration policy at Bank Millennium S.A.*

Pursuant to art. 382 § 3 of the Code of Commercial Companies and § 9 and § 17 sect. 3 of the Bank's Articles of Association, as well as in connection with the requirements resulting from „Principles of the Corporate Governance for Supervised Institutions”, adopted by the Polish Financial Supervision Authority on 22.07.2014 („Principles”) and Best Practice of Companies Listed on the WSE 2021, the Ordinary General Meeting of Shareholders resolves as follows:

§ 1

The Ordinary General Meeting:

- I. approves the report on the activity of the Supervisory Board of Bank Millennium S.A. (“Board”) in 2021 covering:
  1. A summary of the 2021 activity of the Board and its committees: Audit Committee, Personnel Committee, Strategic Committee and Committee for Risk Matters, in accordance with principle 2.11.2 of “Best Practice of Companies Listed on the WSE 2021” (“Best Practice”) adopted on 29 March 2021 by the Board of the Stock Exchange in Warsaw (“WSE”), as well as the Board's motion for the General Meeting to grant discharge to the Members of the Bank's bodies in regard of the performance of their duties in fiscal year 2021,
  2. Information on the composition of the Board and its committees (principle 2.11.1. of Best Practice),
  3. Report on the assessment of the functioning of the remuneration policy in Bank Millennium S.A., in accordance with § 28 item 3 of the Principles,
  4. Assessment of the application of (i) the Principles (pursuant to § 27 of the Principles) and (ii) corporate governance principles and the manner of fulfilling the disclosure requirements relating to their application specified in the WSE Bylaws and provisions relating to current and periodical information transferred by issuers of securities along with information on the steps taken by the Board for their assessment (principle 2.11.4. of Best Practice),
  5. Assessment of the reasonability of expenses incurred by the Bank and the Bank Group to support culture, sports, charitable institutions, the media, social organisations, trade unions and similar objectives (principle 2.11.5. of Best Practice),
  6. Information about the extent of diversity policy implementation with respect to the Management Board and the Supervisory Board (Principle 2.11.6. of Best Practice),
  7. Report on the assessment of the combined Management Board report on the activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group, combined ESG report of Bank Millennium S.A. and Bank Millennium S.A. Capital Group and financial reports of Bank Millennium S.A. and Bank Millennium S.A. Capital Group for fiscal year 2021,

8. Report on the assessment of the Management Board motion on the coverage of loss for fiscal year 2021, in accordance with art. 382 § 3 of the Code of Commercial Companies,
  9. The assessment of the Bank's situation on a consolidated basis taking into account internal control systems, risk management, compliance and internal audit function, including the annual assessment of the functioning of such systems and internal audit function, along with information about the steps taken by the Board in order to perform it (principle 2.11.3. in connection with principle 3.9. of Best Practice).
- II. finds, pursuant to the requirements of the Principles, based on information included in the combined Management Board report on the activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group in 2021, combined ESG report of Bank Millennium S.A. and Bank Millennium S.A. Capital Group for fiscal year 2021 and the assessment included in the Board's report referred to in § 1 item I of this resolution that the remuneration policy employed at Bank Millennium S.A. is conducive to the development and security of the Bank' activity.

§ 2

The Resolution shall come into force as of the day of its adoption.

***Schedule No. 5 to Instructions on how to exercise voting rights via proxy***

*Translation from Polish language*

*DRAFT*

**RESOLUTION NO. 5**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*on the coverage of the loss for fiscal year 2021*

Pursuant to art. 395 § 2 item 2 of the Code of Commercial Companies and § 8 sect. 1 item 2, § 36 and § 37 of the Bank's Articles of Association, the Ordinary General Meeting resolves as follows:

1. To cover the loss of Bank Millennium S.A. for the fiscal year ending on 31 December 2021 in the amount of 1 357 451 533,94 PLN, the Ordinary General Meeting shall allocate the amount of 1 357 451 533,94 PLN from the reserve capital.
2. The Resolution shall come into force as of the day of its adoption.

**Schedule No. 6 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 6**

*of the Ordinary General Meeting of Bank Millennium S.A.  
of 30 March 2022.*

*in the matter of granting discharge to Mr Joao Nuno Lima Bras Jorge - Chairman of the Management Board (CEO) of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021*

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Joao Nuno Lima Bras Jorge - Chairman of the Management Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2021 till 31.12.2021.

**Schedule No. 7 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 7**

*of the Ordinary General Meeting of Bank Millennium S.A.  
of 30 March 2022*

*in the matter of granting discharge to Mr Fernando Maria Cardoso Rodrigues Bicho - Deputy Chairman of the Management Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021*

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Fernando Maria Cardoso Rodrigues Bicho – Deputy Chairman of the Management Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2021 till 31.12.2021.



**Schedule No. 8 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 8**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*in the matter of granting discharge to Mr Wojciech Haase - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021*

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Wojciech Haase - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2021 till 31.12.2021.

**Schedule No. 9 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 9**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*in the matter of granting discharge to Mr Andrzej Gliński - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021*

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Andrzej Gliński - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2021 till 31.12.2021.

**Schedule No. 10 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 10**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*in the matter of granting discharge to Mr Wojciech Rybak - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021*

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Wojciech Rybak - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2021 till 31.12.2021.

**Schedule No. 11 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 11**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*in the matter of granting discharge to Mr Antonio Ferreira Pinto Junior - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021*

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Antonio Ferreira Pinto Junior - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2021 till 31.12.2021.

**Schedule No. 12 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 12**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*in the matter of granting discharge to Mr Jarosław Hermann - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021*

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Jarosław Hermann - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2021 till 31.12.2021.

**Schedule No. 13 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 13**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*in the matter of granting discharge to Mr Bogusław Kott - Chairman of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021*

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Bogusław Kott – Chairman of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2021 till 31.12.2021.

**Schedule No. 14 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 14**

*of the Ordinary General Meeting of Bank Millennium S.A.  
of 30 March 2022*

*in the matter of granting discharge to Mr Nuno Manuel da Silva Amado - Deputy Chairman of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021*

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Nuno Manuel da Silva Amado - Deputy Chairman of the Supervisory Board of Bank Millennium S.A., in regard of the performance of the duties for the period from 1.01.2021 till 31.12.2021.

**Schedule No. 15 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 15**

*of the Ordinary General Meeting of Bank Millennium S.A.  
of 30 March 2022*

*in the matter of granting discharge to Mr Dariusz Rosati - Deputy Chairman and Secretary to the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021*

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Dariusz Rosati - Deputy Chairman and Secretary to the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2021 till 31.12.2021.

**Schedule No. 16 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 16**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*in the matter of granting discharge to Mr Miguel de Campos Pereira de Bragança - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021*

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Miguel de Campos Pereira de Bragança – Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of the duties for the period from 1.01.2021 till 31.12.2021.

**Schedule No. 17 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 17**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2021.*

*in the matter of granting discharge to Ms Agnieszka Hryniewicz-Bieniek - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of her duties in fiscal year 2021*

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Ms Agnieszka Hryniewicz-Bieniek – Member the Supervisory Board of Bank Millennium S.A., in regard of the performance of her duties for the period from 1.01.2021 till 24.03.2021.

**Schedule No. 18 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 18**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*in the matter of granting discharge to Ms Anna Jakubowski - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of her duties in fiscal year 2021*

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Ms Anna Jakubowski – Member the Supervisory Board of Bank Millennium S.A., in regard of the performance of her duties for the period from 1.01.2021 till 31.12.2021.

**Schedule No. 19 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 19**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2021.*

*in the matter of granting discharge to Mr Grzegorz Jędrys - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021*

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr Grzegorz Jędrys – Member the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2021 till 31.12.2021.

**Schedule No. 20 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION 20**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*in the matter of granting discharge to Mr Andrzej Koźmiński - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021*

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association of Bank, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr Andrzej Koźmiński – Member the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2021 to 24.03.2021.

**Schedule No. 21 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 21**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*in the matter of granting discharge to Mr Alojzy Nowak - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021*

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr Alojzy Nowak – Member the Supervisory Board of Bank Millennium S.A., in regard of the performance of the duties for the period from 1.01.2021 till 31.12.2021.

**Schedule No. 22 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 22**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*in the matter of granting discharge to Mr José Miguel Bensliman Schorcht da Silva Pessanha - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021*

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr José Miguel Bensliman Schorcht da Silva Pessanha - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2021 till 31.12.2021.

**Schedule No. 23 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 23**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*in the matter of granting discharge to Mr Miguel Maya Dias Pinheiro - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021*

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Miguel Maya Dias Pinheiro – Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2021 till 31.12.2021.



**Schedule No. 24 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 24**

*of the Ordinary General Meeting of Bank Millennium S.A.  
of 30 March 2022*

*in the matter of granting discharge to Mr Lingjiang Xu - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in fiscal year 2021*

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr Lingjiang Xu – Member the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2021 till 31.12.2021.

**Schedule No. 25 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 25**

*of the Ordinary General Meeting of Bank Millennium S.A.  
of 30 March 2022*

*in the matter of granting discharge to Ms Olga Grygier-Siddons - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of her duties in fiscal year 2021*

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Ms Olga Grygier-Siddons – Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of her duties for the period from 24.03.2021 till 31.12.2021.

**Schedule No. 26 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 26**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*in the matter of granting discharge to Ms Beata Stelmach - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of her duties in fiscal year 2021*

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Ms Beata Stelmach – Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of her duties for the period from 24.03.2021 till 31.12.2021.

**Schedule No. 27 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 27**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*in the matter of passing a resolution pronouncing an opinion on the Supervisory Board report on the remuneration of Members of the Bank's Management Board and Supervisory Board*

Pursuant to art. 395 § 2<sup>1</sup> of the Code of Commercial Companies, in view of the assessment of the Supervisory Board report on the remuneration of Members of the Management Board and the Supervisory Board, performed by the auditor within the scope required by law, the Ordinary General Meeting resolves as follows:

§ 1

The General Meeting pronounces a positive opinion on the report of the Supervisory Board on the remuneration of Members of the Management Board and Supervisory Board.

§ 2

The Resolution shall come into force as of the day of its adoption.

**Schedule No. 28 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 28**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*on approval of the Policy for Selection and Assessment of Suitability of the Supervisory Board Members of Bank Millennium S.A.*

Acting pursuant to art. 22aa of the Act of 29 August 1997 the Banking Law, the Ordinary General Meeting resolves as follows:

§ 1

The "Policy for Selection and Assessment of Suitability of the Supervisory Board Members of Bank Millennium S.A." is approved in the wording set out in the attachment to this resolution.

§ 2

The "Policy for Selection and Assessment of Suitability of the Supervisory Board Members of Bank Millennium S.A." approved on the virtue of the Resolution No. 26 of 24 March 2021 of the Ordinary General Meeting of Bank Millennium S.A. and constituting attachment to it, is hereby repealed.

§ 3

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

**Schedule No. 29 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 29**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*in the matter of adoption of the document diversity policy regarding the Management Board and Supervisory Board of Bank Millennium S.A.*

With reference to point 2.1 of the "Code of Best Practice for WSE Listed Companies 2021", adopted by the Warsaw Stock Exchange Board by Resolution No. 13/1834/2021 of 29 March 2021, the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby adopts the document in the scope of diversity policy regarding the Management Board and Supervisory Board of Bank Millennium S.A., reading as in the attachment to this resolution.

§ 2

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

**Schedule No. 30 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

*DRAFT*

**RESOLUTION NO. 30**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*on the adoption of Best Practices for Companies Listed on the WSE 2021*

Whereas:

- the Supervisory Board of the Warsaw Stock Exchange ("WSE") adopted the "Code of Best Practice for WSE Listed Companies 2021" ("Best Practices" or "Code of Best Practice for WSE Listed Companies 2021"), which took effect on 1 July 2021 and applies to companies listed on the main market of the WSE, including therefore also Bank Millennium S.A,

- the Best Practices are addressed to a certain extent, in addition to management and supervisory boards, also to general meetings of companies,

- the bodies of companies, including general meetings, should take steps to apply the principles described in the Best Practices to the broadest extent possible, taking into account the principles of proportionality and adequacy,

The Ordinary General Meeting, acting pursuant to Article 395 § 5 of the Commercial Companies Code, hereby resolves as follows:

§ 1

The General Meeting declares that, acting within its powers, it will apply the Code of Best Practice for WSE Listed Companies 2021 in the wording established by resolution of the WSE Supervisory Board No. 13/1834/2021 of 29 March 2021 (Best Practices constitute an appendix to this resolution), while respecting the provisions of law, relevant recommendations, supervisory recommendations, resolutions of General Meeting of the Bank and taking into account the Bank's Articles of Association.

§ 2

The Resolution comes into force on the day of its adoption.

**Schedule No. 31 to Instructions on how to exercise voting rights via proxy**

Translation from Polish language

DRAFT

**RESOLUTION NO. 31**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*in the matter of amendments to the Bank's Articles of Association*

Pursuant to art. 430 § 1 of the Code of Commercial Companies and § 8 sect. 2 item 1 of the Bank's Articles of Association ("the Bank"), the Ordinary General Meeting resolves as follows:

§ 1

Following amendments to the Articles of Association of the Bank are hereby introduced:

1/ in § 5 sect. 2, after item 12) item 12<sup>1</sup>) shall be added, reading:

"12<sup>1</sup>) credit and loan intermediation,";

2/ in § 18 sections 3-5 shall read:

"3. Most members of the Audit Committee, including its chairman, are independent of the Bank. Members of the Committee have knowledge and skills in the financial (banking) sector, while at least one member of the Committee has knowledge and skills as regards accounting or auditing financial statements.

4. The Audit Committee shall meet on an ordinary basis at least once a quarter and in an extraordinary manner, convened by the Chairman of the Supervisory Board on his initiative or at the request of a member of the Supervisory Board or the Management Board submitted to him.

5. To the extent permitted by law, the tasks of the Audit Committee include, in particular:

- 1/ presenting recommendations to the Supervisory Board regarding the selection of an audit firm, monitoring financial audit activities, in particular conducting the audit entrusted to it by the audit firm, controlling and monitoring the independence of the statutory auditor and the audit firm, including in a situation where the audit firm provides services to the Bank, other than audit of financial statements,
- 2/ preparing the policy and procedure for selection of the auditing company as well as terms of provision of non-auditing services by such company and entities related to it,
- 3/ monitoring effectiveness of internal control and risk management systems as well as the process of financial reporting,
- 4/ submitting recommendations aimed at ensuring the reliability of the financial reporting process at the Bank, as well as the effectiveness of internal control systems and risk management as well as internal audit systems,
- 5/ moving to the Supervisory Board that it requests the Management Board to assign funds or other means necessary for performance of activities by the Audit Committee,
- 6/ approving own internal regulations."

§ 2

Pursuant to § 17 sect. 2 item 5 of the Bank's Articles of Association, the Bank's Supervisory Board shall determine the consolidated text of the Articles of Association reflecting the amendments introduced in keeping with § 1 hereof.

§ 3

The Resolution shall come into force on the day of its adoption. The Resolution shall be passed subject to the condition of issuing by Polish Financial Supervision Authority the permit to amend the Articles of Association as per the wording of the Resolution.

**Schedule No. 32 to Instructions on how to exercise voting rights via proxy**

Translation from Polish language

DRAFT

**RESOLUTION NO. 32**

*of the Ordinary General Meeting of Bank Millennium S.A.  
of 30 March 2022*

*in the matter of amending the Bylaws of the General Meeting of the Shareholders of Bank Millennium S.A. and determination of their consolidated text*

Pursuant to § 8 sect. 3 of the Articles of Association of Bank Millennium S.A., the Ordinary General Meeting resolves as follows:

§ 1

In the Bylaws of the General Meeting of Shareholders of Bank Millennium S.A. the following changes are hereby introduced:

1/ in § 2, after section 4, sections 5 to 8 shall be added with the following wording:

"5. The Company shall broadcast the General Meeting in real time.

6. Participation in the General Meeting may be taken by means of electronic communication, if the convener of the meeting decides to do so ("Remote Participation").

7. Detailed rules for Remote Participation are set out in the Commercial Companies Code and the By-laws for Remote Participation in the General Meeting of Bank Millennium S.A. convened for a specific date, adopted by the Supervisory Board of the Bank, in accordance with Article 406<sup>5</sup> of the Commercial Companies Code and contained in the announcement on convening the General Meeting ("Remote Participation By-laws").

8. In the event of discrepancies between these By-laws and the Remote Participation By-laws, the rules of Remote Participation shall be specified in the Remote Participation By-laws."

2/ in § 3 section 4 shall read as follows:

"4. All the shareholders shall have right to review the List of the eligible persons in the Offices of the Bank's Management Board, as well as they may demand that the List of the shareholders be sent to them free of charge to the electronic mailing address, mentioned in art. 407 § 1<sup>1</sup> of the Code of Commercial Companies or by email, stating the address to which it should be sent, whereas such demand should be made in writing to the mail address of the Bank or in the electronic format, sending it to the email address: [wza@bankmillennium.pl](mailto:wza@bankmillennium.pl);"

3/ § 7 shall read as follows:

"1. The list of attendance shall be prepared on the basis of the List of the eligible persons by persons duly appointed for this purpose by the Bank's Management Board.

2. Immediately upon his election, the Chairman of the General Meeting shall sign the list of attendance containing the names of the shareholders authorised from shares as well as pledgees and usufructuaries holding voting rights, participating in the General Meeting, with specification of the number of shares each of them holds and the number of votes allocated to them.

3. When preparing the list of attendance care shall be taken to:

1) verify the eligibility of the shareholder, pledgee or usufructuary for participation in the General Meeting,

- 2) check identity of the eligible person or his/her proxy on the basis of a personal identity card or other credible document, however, in the case of Remote Participation – the verification shall take place taking into account the requirements of the Remote Participation By-laws,
  - 3) verify correctness of the power of attorney, thereafter to be appended to the Minutes from the General Meeting,
  - 4) see that shareholders or their proxies sign the list of attendance, and in case of Remote Participation perform the activities specified in the By-laws of Remote Participation,
  - 5) issue to the shareholders or their proxies appropriate magnetic voting cards or other voting documents, and in case of Remote Participation - perform the actions specified in the Remote Participation By-laws.
4. Protests regarding eligibility to participate in the General Meeting shall be addressed to the Chairman of the General Meeting.
  5. The list of attendance shall be laid out throughout the duration of the General Meeting until it is concluded. Persons who prepare the list of attendance shall include on it, on an on-going basis, any changes in the composition of the General Meeting, simultaneously indicating the time when such changes occurred, with consideration of procedures defined for Remote Participation, stemming from the Remote Participation By-laws”;

4/ § 23 shall read as follows:

“1. Upon closing the discussion on each item of the agenda and prior to the voting, the Chairman shall announce the submitted motions and shall determine the sequence of voting. The motions shall be voted on in the sequence of their submission.

2. Voting shall be made with use of a computer system for casting and calculating votes assuring casting of votes in the number corresponding to the number of shares held, as well as eliminating - in case of secret ballot - the possibility of identifying the method of casting votes by particular shareholders, or in another way adopted by the body convening the General Meeting. If the announcement on convening the General Meeting provides for the possibility of Remote Participation, those entitled to Remote Participation shall vote, on the terms set out in the By-laws of Remote Participation.”.

## § 2

The consolidated text of the Bylaws is hereby adopted, reflecting the change introduced in keeping with § 1, enclosed herewith.

## § 3

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

**Schedule No. 33 to Instructions on how to exercise voting rights via proxy**

*Translation from Polish language*

*DRAFT*

**RESOLUTION NO. 33**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*on informing the General Meeting about the By-laws of the Supervisory Board of Bank Millennium S.A.*

With reference to recommendation No. 9 contained in Recommendation Z of the Polish Financial Supervision Authority concerning the principles of internal governance in banks, and in connection with the amendment of the By-laws of the Supervisory Board of Bank Millennium S.A. made by the Bank's Supervisory Board by Resolution No. 63/2021 dated 3.12.2021 ("Amendment Resolution"), the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting of the Bank takes note of the By-laws of the Supervisory Board of Bank Millennium S.A., in the wording incorporating the amendments made by the Amending Resolution.

§ 2

The Resolution shall come into force as of the date of its adoption.



**RESOLUTION NO. 34**

*of the Ordinary General Meeting of Bank Millennium S.A.*

*of 30 March 2022*

*in the matter of division of Millennium Dom Maklerski S.A.*

§ 1

1. Pursuant to Article 541 of the Commercial Companies Code ("CCC"), the division of Millennium Dom Maklerski S.A. with its registered office in Warsaw ("MDM" or "Divided Company") is resolved pursuant to Article 529 § 1 point 4 of the CCC, i.e.
  - by transferring to the Bank part of the property (assets and liabilities) as well as rights and obligations of the Divided Company in the form of an organised part of the MDM enterprise related to the provision of brokerage services consisting in: (i) accepting and transmitting orders to purchase or sell financial instruments; (ii) execute the orders referred to in point (i) on behalf of the principal; (iii) the acquisition or disposal of financial instruments for own account; (iv) investment advice; (v) offering financial instruments; (vi) the provision of services in the performance of concluded issue underwriting agreements or the conclusion and performance of other agreements of a similar nature, where they relate to financial instruments; (vii) the safekeeping and registration of financial instruments, including the maintenance of securities accounts, derivatives and omnibus accounts and the maintenance of cash accounts; (viii) foreign exchange, where this is related to activities within the scope specified in Article 69(2) of the Act on Trading in Financial Instruments; (ix) preparing investment analyses, financial analyses as well as other general recommendations regarding transactions in financial instruments; (x) the provision of additional services related to the issue underwriting agreement ("Brokerage Activities");
  - by retaining in MDM the remaining part of the property (assets and liabilities) and the rights and obligations of the Divided Company ("Unregulated Activities").("Division")
2. Consent is given for the plan of division of the Divided Company agreed in writing between the Divided Company and the Bank on May 10, 2021, and disclosed to the public from that date continuously to the present day, on the website of the Divided Company and the Bank (the "Division Plan"). The Division Plan constitutes Attachment No. 1 to this resolution.
3. In connection with the Division, it is agreed to transfer the organized part of the MDM enterprise related to the provision of brokerage services to the Bank to the extent and under the terms set out in this resolution as well as in the Division Plan.

§ 2

1. Due to the fact that the Bank is the sole shareholder of the Divided Company, pursuant to Article 550 of the CCC, no increase in the Bank's share capital is envisaged in connection with the acquisition by the Bank of part of MDM's assets, therefore the Bank will not issue the Bank's shares in exchange for the acquired assets of MDM.
2. As a result of the Division, the share capital of MDM will be reduced by PLN 12,310,500.00 (in words: twelve million three hundred ten thousand five hundred) zloty, i.e. from PLN 16,500,000 (sixteen million five hundred thousand) to PLN 4,339,500 (in words: four million three hundred thirty nine thousand five hundred) zloty, by reducing the nominal value of the shares.
3. There is no obligation to make additional payments in connection with the Division.

§ 3

The Management Board of the Bank is authorized to take all factual and legal actions necessary to implement the Division.

§ 4

The Resolution shall come into force as of the date of its adoption.