

**ORDINARY GENERAL MEETING OF BANK MILLENNIUM S.A.**  
**CONVENED FOR 30 MARCH 2023**  
**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 2023 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 2023 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 Chairman of the General Meeting (Resolution No. 1). (Draft resolution - Schedule No. 1)			
<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 7 ON THE AGENDA</b> - Passing of a Resolution in the matter of approval for financial year 2022: 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  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 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 financial year 2022 (Resolution No. 3). (Draft resolution - Schedule No. 3)			
<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 9 ON THE AGENDA</b> - Passing of a Resolution in the matter of approving the annual report of the Supervisory Board for the financial year 2022 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  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:			

**POINT 10 ON THE AGENDA** - Passing of a Resolution on the coverage of the loss for financial year 2022 (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:			

**POINT 11 ON THE AGENDA** - 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 financial year 2022 (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:			

**POINT 11 ON THE AGENDA** - 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 financial year 2022 (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:			

**POINT 11 ON THE AGENDA** - 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 financial year 2022 (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 financial year 2022 (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 financial year 2022 (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 financial year 2022 (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 financial year 2022 (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:			

**POINT 11 ON THE AGENDA** - 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 financial year 2022 (Resolution No. 13).

(Draft resolution - Schedule No. 13)

<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:			

**POINT 11 ON THE AGENDA** - 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 financial year 2022 (Resolution No. 14).

(Draft resolution - Schedule No. 14)

<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:			

**POINT 11 ON THE AGENDA** - 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 financial year 2022 (Resolution No. 15).

(Draft resolution - Schedule No. 15)

<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:			

**POINT 11 ON THE AGENDA** - 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 financial year 2022 (Resolution No. 16)

(Draft resolution - Schedule No. 16)

<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:			

<p><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 financial year 2022 (Resolution No. 17).</p> <p>(Draft resolution - Schedule No. 17)</p>			
<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:			

<p><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 financial year 2022 (Resolution No. 18).</p> <p>(Draft resolution - Schedule No. 18)</p>			
<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:			

<p><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 financial year 2022 (Resolution No. 19).</p> <p>(Draft resolution - Schedule No. 19)</p>			
<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:			

<p><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 financial year 2022 (Resolution No. 20).</p> <p>(Draft resolution - Schedule No. 20)</p>			
<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:			

<p><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 financial year 2022 (Resolution No. 21).</p> <p>(Draft resolution - Schedule No. 21)</p>			
<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:			

<p><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 financial year 2022 (Resolution No. 22).</p> <p>(Draft resolution - Schedule No. 22)</p>			
<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:			

<p><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 financial year 2022 (Resolution No. 23).</p> <p>(Draft resolution - Schedule No. 23)</p>			
<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:			

<p><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 financial year 2022 (Resolution No. 24).</p> <p>(Draft resolution - Schedule No. 24)</p>			
<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. 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 13 ON THE AGENDA</b> - Passing of a Resolution on approval of the Policy on the Selection and Assessment of the Suitability of Members of the Supervisory Board of Bank Millennium S.A. (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 14 ON THE AGENDA</b> - Passing of a Resolution in the matter of amendments to the Bank's Articles of Association (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:			

## 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 2023  
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 as \_\_\_\_\_ 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 2023  
in the matter of approval for financial year 2022: 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 financial year 2022 containing:
  - a/ profit and loss account for the period from 1 January do 31 December 2022 showing a loss of PLN 1 029 899 thousand;
  - b/ total income report for the period from 1 January do 31 December 2022 showing a loss of PLN 1 223 066 thousand;
  - c/ balance sheet prepared as of 31 December 2022, which on the assets and liabilities side shows the total of PLN 110 643 322 thousand;
  - d/ statement on changes in equity from 1 January do 31 December 2022;
  - e/ cash flow account for the period from 1 January do 31 December 2022 showing an increase of net cash flow by the sum of PLN 10 858 845 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 financial year 2022;
- 3/ combined ESG Report of Bank Millennium S.A. and Bank Millennium S.A. Capital Group on financial year 2022.

§ 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 2023  
in the matter of approving the financial report of the Bank Millennium S.A. Capital Group  
for financial year 2022

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 financial year 2022 containing:

- a/ consolidated profit and loss account for the period from 1 January do 31 December 2022 showing a loss of PLN 1 014 566 thousand;
- b/ consolidated total income report for the period from 1 January do 31 December 2022 showing a loss of PLN 1 198 217 thousand;
- c/ consolidated balance sheet prepared as of 31 December 2022, which on the assets and liabilities side shows the total of PLN 110 941 969 thousand;
- d/ statement on changes in consolidated equity from 1 January to 31 December 2022;
- e/ consolidated cash flow account for the period from 1 January do 31 December 2022 showing an increase of net cash flow by the sum of PLN 10 858 845 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 2023  
in the matter of approving the annual report of the Supervisory Board for the financial year 2022 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 Millennium S.A. ("Bank") 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 with the meaning of art. 382 § 3 item 3 of the Code of Commercial Companies of the Supervisory Board of Bank Millennium S.A. ("Board") for the financial year 2022 covering:
  - 1. A summary of the 2022 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 financial year 2022,
  - 2. Information on the composition of the Board and its committees (principle 2.11.1. of Best Practice),

3. The results of the assessment of the combined Management Board report on the activities of Bank Millennium S.A. and Bank Millennium S.A. Capital Group, the combined ESG report of Bank Millennium S.A. and the Bank Millennium S.A. Capital Group and the financial report of Bank Millennium S.A. and the Bank Millennium S.A. Capital Group for the financial year 2022, pursuant to article 382 § 3 item 1 and article 382 § 3<sup>1</sup> item 1 of the Code of Commercial Companies,
  4. The result of the assessment of the Management Board's motion regarding the coverage of loss for the financial year 2022, pursuant to art. 382 § 3 item 2 and art. 382 § 3<sup>1</sup> item 1 of the Code of Commercial Companies,
  5. The assessment of the Bank's situation, taking into account the adequacy and effectiveness of the internal control systems, risk management, ensuring compliance of activities with standards or applicable practices and internal audit (pursuant to article 382 § 3<sup>1</sup> point 2 of the Code of Commercial Companies), as well as assessment of the Bank's situation on a consolidated basis, including the assessment of internal control, risk management, compliance and internal audit functions, including an annual assessment of the effectiveness of these systems and internal audit functions, together with information on activities, which the Supervisory Board has taken to implement it (principle 2.11.3. in conjunction with principle 3.9. Best Practice WSE),
  6. The assessment of the implementation by the Bank's Management Board of the requirements referred to in article 380<sup>1</sup> of the Code of Commercial Companies (pursuant to article 382 § 3<sup>1</sup> item 3 of the Code of Commercial Companies),
  7. The Assessment of the manner of preparing or submitting to the Supervisory Board by the Management Board information, documents, reports or explanations requested in accordance with the procedure specified in art. 382 § 4 of the Code of Commercial Companies (pursuant to art. 382 § 3<sup>1</sup> item 4 of the Code of Commercial Companies),
  8. Information on the total remuneration due from the Bank for all audits commissioned by the Supervisory Board during the financial year 2022 in accordance with the procedure specified in article 382<sup>1</sup> of the Code of Commercial Companies (pursuant to article 382 § 3<sup>1</sup> item 5 of the Code of Commercial Companies),
  9. Report on the evaluation of the functioning of the remuneration policy at Bank Millennium S.A., in accordance with § 28 point 3 of the Principles,
  10. The Assessment of the application of: (i) the Principles (in accordance with § 27 of the Principles), (ii) the corporate governance principles and the manner of fulfilling the disclosure obligations concerning their application set out in the WSE Rules and regulations on current and periodic information published by issuers of securities, together with information on the actions taken by the Board to make this assessment (rule 2.11.4. of Best Practice) and (iii) "Recommendations Z" from the Polish Financial Supervision Authority,
  11. Assessment of the justification of expenditures incurred by the Bank and the Bank Group to support culture, sport, charitable institutions, media, social organizations, trade unions and similar purposes (principle 2.11.5. of Best Practice),
  12. 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),
- 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 2022, combined ESG report of Bank Millennium S.A. and Bank Millennium S.A. Capital Group for financial year 2022 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 2023  
on the coverage of the loss for financial year 2022

Pursuant to art. 395 § 2 item 2 of the Code of Commercial Companies and § 8 sect. 1 item 2, § 36, § 39 and § 40 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 *financial* year ending on 31 December 2022 in the amount of 1 029 898 772,97 PLN, the Ordinary General Meeting shall allocate the amount of 1 029 898 772,97 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 2023

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 financial year 2022

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 1.01.2022 till 31.12.2022.

**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 2023

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 financial year 2022

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 1.01.2022 till 31.12.2022.

**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 2023

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 financial year 2022

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 1.01.2022 till 31.12.2022.

**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 2023

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 financial year 2022

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 1.01.2022 till 31.12.2022.

**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 2023

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 financial year 2022

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 1.01.2022 till 31.12.2022.

**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 2023

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 financial year 2022

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 1.01.2022 till 31.12.2022.

**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 2023

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 financial year 2022

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 1.01.2022 till 31.12.2022.

**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 2023

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 financial year 2022

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 1.01.2022 till 31.12.2022.

**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 2023

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 financial year 2022

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 1.01.2022 till 31.12.2022.

**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 2023

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 financial year 2022

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 1.01.2022 till 31.12.2022.

**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 2023

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 financial year 2022

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 1.01.2022 till 31.12.2022.

**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 2023

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 financial year 2022

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 1.01.2022 till 31.12.2022.

**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 2023.

in the matter of granting discharge to Mr Grzegorz Jędrzys - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in financial year 2022

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 Jędrzys – Member the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2022 till 31.12.2022.

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

*Translation from Polish language*

DRAFT

**RESOLUTION 19**

of the Ordinary General Meeting of Bank Millennium S.A.  
of 30 March 2023

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 financial year 2022

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 Alojzy Nowak – Member the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2022 to 31.12.2022.



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

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 20**

of the Ordinary General Meeting of Bank Millennium S.A.  
of 30 March 2023

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 financial year 2022

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 the Supervisory Board of Bank Millennium S.A., in regard of the performance of the duties for the period from 1.01.2022 till 31.12.2022.

**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 2023

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 financial year 2022

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 1.01.2022 till 31.12.2022.

**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 2023

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 financial year 2022

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 of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2022 till 31.12.2022.

**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 2023

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 his duties in financial year 2022

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 the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2022 till 31.12.2022.

**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 2023

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 financial year 2022

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 1.01.2022 till 31.12.2022.

**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 2023

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. 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 2023

on approval of the Policy on the Selection and Assessment of the Suitability of Members of the Supervisory Board 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 on the Selection and Assessment of the Suitability of Members of the Supervisory Board 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. 28 of 30 March 2022 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. 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 2023  
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 section 2 item 1 of the Articles of Association of Bank Millennium S.A. ("Bank"), the General Shareholders' Meeting resolves as follows:

§ 1

The Bank's Statute is amended as follows:

1) in § 15, the following paragraphs 4 and 5 shall be added:

"4. During the meeting, the Supervisory Board may also adopt resolutions on matters not included in the proposed agenda, if none of the members of the Supervisory Board participating in the meeting objects to it.

5. The Supervisory Board may also hold meetings without being formally convened, if all members agree to it and do not object to the inclusion of individual matters on the agenda."

2) Paragraph 16 is amended to read as follows:

"The Supervisory Board shall meet on the as-needed basis, convened at the invitation of the Chairman of the Supervisory Board, or at the request of a member of the Supervisory Board or the Management Board of the Bank, submitted to the Chairman of the Supervisory Board and specifying the proposed agenda. However, those meetings shall be held at least once in each quarter of the financial year. The Chairman of the Supervisory Board chairs its meetings and organizes its work. In the absence of the Chairman, the activities indicated in this paragraph shall be performed by the Deputy Chairman of the Supervisory Board or the Secretary of the Supervisory Board."

3) in § 17:

a) sec. 2 item 8 is replaced by the following:

"8/ appointing an advisor to the supervisory board within the meaning of the Code of Commercial Companies, as well as requesting the Management Board to appoint a selected third party to carry out specific analyses or to get opinion on specific matters, if this is essential for exercising proper and effective supervision."

b) sec. 3 is replaced by the following:

"3. The Supervisory Board shall consider all motions and matters requiring resolutions of the General Shareholders' Meeting. In particular, the Supervisory Board shall evaluate statements referred to in art. 395 § 2 item 1 of the Code of Commercial Companies with respect to their consistency with ledgers, documents and with the actual status, as well as motions of the Management Board regarding the distribution of profits or coverage of losses, and it shall submit an annual written statement of the Supervisory Board to the General Shareholders' Meeting, referred to in art. 382 § 3 item 3 of the Code of Commercial Companies."

4) in § 18 sec. 1 is replaced by the following:

"1. The Supervisory Board may set up permanent or ad hoc committees composed of members of the Supervisory Board for the performance of specific supervisory activities. Setting up of specialized or monitoring committees, in particular regarding corporate governance and sustainable development, may also be recommended by the Supervisory Board to the Management Board. The Supervisory Board may also delegate its members to independently perform specific supervisory activities."

5) in § 33 sec. 1 shall read:

"1. Shares may be redeemed by way of reducing the share capital. Redemption of shares requires the consent of the Polish Financial Supervision Authority."

6) in § 36, the following section 5 shall be added:

"5. The acquisition of own shares requires the consent of the Polish Financial Supervision Authority."

§ 2

The Bank's Supervisory Board, pursuant to § 17 clause 2 item 5 of the Bank's Articles of Association, shall establish a consolidated text of the Articles of Association, taking into account the amendments made pursuant to § 1 of this resolution.

§ 3

The Resolution shall come into force on the day of its adoption. The resolution is adopted subject to the condition that the Polish Financial Supervision Authority issues permission to amend the statute in accordance with the resolution.