

*Translation from Polish language*

**RESOLUTION No. 1**

*of the Extraordinary General Meeting of Bank Millennium S.A. dated 3 July 2020 in the matter of election of the Chairperson of the General Meeting*

Pursuant to art. 409 § 1 of the Code of Commercial Companies and § 5 and 6 of the By-laws of the General Shareholders' Meeting of Bank Millennium S.A., the Extraordinary General Meeting appoints Mr. Marek Furtek as Chairperson of the Extraordinary General Meeting.

**Number of shares, under which valid votes were cast: 911 383 899 shares, which constitute 75,13% of share capital.**

**Total number of valid votes cast: 911 383 899 including:**

- For: 911 383 899,
- Against: 0,
- Abstained: 0.

## **RESOLUTION No. 2**

*of the Extraordinary General Meeting of Bank Millennium S.A. of 3 July 2020 on the amendment of Resolution No. 4 of the Extraordinary General Meeting of 27 August 2019 in the matter of establishment of an incentive programme and determination of rules governing its implementation, authorisation of the Company Management Board to acquire own shares in order to implement the incentive programme, and establishment of reserve capital allocated to acquisition of such shares (“**Resolution**”)*

The Extraordinary Meeting of Shareholders of Company under the name of Bank Millennium Spółka Akcyjna having its head office in Warsaw (“**Company**”, “**Bank**”) - acting pursuant to: (i) art. 362 § 1 pt. 8) of the Commercial Companies Code („**CCC**”) in connection with art. 362 § 2 CCC, and including art. 5 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council on market abuse and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (O. J. EU. L. 2014.173.1 as amended) (“**Regulation MAR**”) and art. 2-4 of the Commission Delegated Regulation (EU) no. 2016/1052 of 8 March 2016 supplementing Regulation MAR with regard to regulatory technical standards applicable to buy-back programmes and stabilisation measures (O. J. EU. L. 2016.173.34 as amended) (“**Standard**”), (ii) art. 362 § 2 pt. 3) in connection with art. 396 § 4 and 5 CCC, and (iii) § 8 sec. 2 pts. 8) and 10) of the Company Articles of Association – shall, hereby, resolve to, as follows:

### **§ 1**

To amend **§ 6 pt. 6** of Resolution, which shall read as follows:

“the purchase price of each Own Share may not be:

- (i) lower than 90% (say: ninety percent) of the average market price for shares in the Company which are shares admitted to public trading on regulated market – main floor maintained by the WSE, for the period of 7 (say: seven) trading days (on regulated market maintained by the WSE) before the day on which the Own Share is to be acquired. The average market price shall be deemed the price which is the arithmetic mean of average daily prices weighted by the trading volume in the said period, and
- (ii) higher than 16 PLN (say: sixteen zlotys),

subject to the price per one Own Share being determined in line with art. 5 of the Regulation MAR and the Standard;”.

### **§ 2**

To amend **§ 6 pt. 9 item c)** of Resolution, which shall read as follows:

“c) at any time desist from execution hereof; in such a case, the Management Board may in particular request the Supervisory Board to apply, in the period in which the Resolution is not implemented, a financial instrument other than Own Shares for the purposes of implementing the Incentive Programme, in accordance with the terms of the applicable “Remuneration Policy with Respect to Risk Takers in the Bank Millennium S.A. Group.”.

**Number of shares, under which valid votes were cast: 911 383 899 shares, which constitute 75,13% of share capital.**

**Total number of valid votes cast: 911 383 899, including:**

**- For: 745 066 774,**

**- Against: 85 454 639,**

**- Abstained: 80 862 486.**

**RESOLUTION No. 3**

*of the Extraordinary General Meeting of Bank Millennium S.A. of 3 July 2020 in the matter of amendments to the Articles of Association of Bank Millennium S.A.*

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

§ 1

In the Articles of Association of the Bank the following changes shall be introduced:

1/ after item 28) in § 5 sect. 2 the full stop shall be replaced with a comma and in § 5 sect. 2 item 29) shall be added, reading:

*"29) performing the function of agent in the meaning of art. 2 item 1 of the Payment Services Act, as regards intermediation in conclusion of agreements on provision of acquiring services."*

2/ in § 17 sect. 2 item 2<sup>2/</sup> shall be added, reading:

*"2<sup>2/</sup> expressing - in cases required under the Act on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading as well as Public Companies - consent for the Bank to conclude with its associated entity a material transaction in the meaning of this Act,"*

§ 2

The Bank's Supervisory Board, pursuant to § 17 sect. 2 item 5 of the Bank's Articles of Association, shall define the uniform text of the Articles of Association, reflecting changes made in keeping with § 1 hereof.

**Number of shares, under which valid votes were cast: 911 383 899 shares, which constitute 75,13% of share capital.**

**Total number of valid votes cast: 911 383 899 including:**

**- For: 911 383 879,**

**- Against: 0,**

**- Abstained: 20.**