

ORDINARY GENERAL MEETING OF BANK MILLENNIUM S.A.
CONVENED FOR 27 MARCH 2024
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 " Proxy ")

To represent the Shareholder at the Ordinary General Meeting to be held at 9.30 a.m. on 27 March 2024 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]¹.

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:

¹ 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 scan of the identification card, passport or other official document confirming the Shareholder's identity (scanned into a PDF file) - only in the scope of data that make it possible to identify the Shareholder, i.e. name(s) and surname, document series and number, date of issue and expiration date of the document; other personal data should be anonymized so that they cannot be read, in addition, for security purposes it is recommended to cross out with a diagonal line (across) the pages of the document, but in such a way that the required data remain legible, and add a note "Copy only for the purpose of participating in the General Meeting of Bank Millennium S.A.". - sample copies of partially anonymized documents are attached as Appendix No. 1 to this template power of attorney; 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:

- (i) when a Shareholder is a natural person, the right shall be reserved to verify the data, which may, in particular, consist of a return question in electronic or telephone form addressed to the Shareholder or Proxy, while in case of doubt and according to the circumstances, other measures may be taken to verify the data; or
- (ii) when a Shareholder is not a natural person, the right shall be reserved to demand that the Proxy present the following at the time of making the attendance register 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 27 March 2024 at the registered office of the Bank (i.e. Stanisława Żaryna 2A Street, 02-593 Warsaw).

POINT 3 ON THE AGENDA - Passing of a Resolution in the matter of electing Chairperson 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:			

POINT 7 ON THE AGENDA - Passing of a Resolution in the matter of approval for the financial year 2023: 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:			

POINT 8 ON THE AGENDA - Passing of a Resolution in the matter of approving the financial report of the Bank Millennium S.A. Capital Group for financial year 2023 (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:			

POINT 9 ON THE AGENDA - Passing of a Resolution in the matter of approving the annual report of the Supervisory Board for the financial year 2023 (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 distribution of profit for financial year 2023 (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 2023 (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 2023 (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 2023 (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:			

POINT 11 ON THE AGENDA - 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 2023 (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:			

POINT 11 ON THE AGENDA - 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 2023 (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:			

POINT 11 ON THE AGENDA - 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 2023 (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:			

POINT 11 ON THE AGENDA - Passing of a Resolution 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 2023 (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 2023 (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:			

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 2023 (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:			

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 2023 (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:			

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 2023 (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:			

<p>POINT 11 ON THE AGENDA - 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 2023 (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>POINT 11 ON THE AGENDA - 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 2023 (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>POINT 11 ON THE AGENDA - 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 2023 (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>POINT 11 ON THE AGENDA - 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 2023 (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>POINT 11 ON THE AGENDA - 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 2023 (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>POINT 11 ON THE AGENDA - 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 2023 (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>POINT 11 ON THE AGENDA - 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 2023 (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>POINT 11 ON THE AGENDA - 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 2023 (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:			

POINT 12 ON THE AGENDA - Passing of a Resolution in the matter of performing the assessment of the remuneration policy at Bank Millennium S.A. (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:			

POINT 13 ON THE AGENDA - Passing of a Resolution in the matter of expressing the opinion on the Supervisory Board report on the remuneration of Members of the Bank's Management Board and Supervisory Board (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:			

POINT 14 ON THE AGENDA - 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. 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:			

POINT 15 ON THE AGENDA - Passing of a Resolution on the assessment of the adequacy of internal regulations concerning the functioning of the Supervisory Board and effectiveness of its activity (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:			

POINT 16 ON THE AGENDA - Passing of a Resolution in the matter of informing the General Meeting about the By-laws of the 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:			

POINT 17 ON THE AGENDA - Passing of a Resolution in the matter of amending the Bank's Articles of Association in the scope introducing the possibility of issuing capital bonds and in the scope of authorizing the Management Board in the manner referred to in art. 454' § 2 of the Commercial Companies Code (Resolution 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:			

POINT 17 ON THE AGENDA - Passing of a Resolution on amending the Bank's Articles of Association in scope introducing provisions on capital instruments including perpetual bonds (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:			

POINT 17 ON THE AGENDA - Passing of a Resolution on amending the Bank's Articles of Association with respect to the subject of the Bank's activity, in order to adapt it to the amendments to the Banking Law and the Act on Trading in Securities and to in scope repealing the provisions concerning non-performed activities (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:			

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 27 March 2024
in the matter of electing Chairperson of 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 Ms./Mr. as _____ Chairperson 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 27 March 2024
in the matter of approval for financial year 2023: 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 2023 containing:
- a/ profit and loss account for the period from 1 January do 31 December 2023 showing a profit of PLN 510 259 thousand;
 - b/ total income report for the period from 1 January do 31 December 2023 showing a profit of PLN 1 209 770 thousand;
 - c/ balance sheet prepared as of 31 December 2023, which on the assets and liabilities side shows the total of PLN 124 887 757 thousand;
 - d/ statement on changes in equity from 1 January do 31 December 2023;
 - e/ cash flow account for the period from 1 January do 31 December 2023 showing an increase of net cash flow by the sum of PLN 4 165 324 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 2023;
- 3/ combined ESG Report of Bank Millennium S.A. and Bank Millennium S.A. Capital Group on financial year 2023.

§ 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 27 March 2024
in the matter of approving the financial report of the Bank Millennium S.A. Capital Group
for financial year 2023

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 2023 containing:

- a/ consolidated profit and loss account for the period from 1 January do 31 December 2023 showing a profit of PLN 575 717 thousand;
- b/ consolidated total income report for the period from 1 January do 31 December 2023 showing a profit of PLN 1 400 489 thousand;
- c/ consolidated balance sheet prepared as of 31 December 2023, which on the assets and liabilities side shows the total of PLN 125 520 004 thousand;
- d/ statement on changes in consolidated equity from 1 January to 31 December 2023;
- e/ consolidated cash flow account for the period from 1 January do 31 December 2023 showing an increase of net cash flow by the sum of PLN 4 268 258 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 S.A. of 27 March 2024
in the matter of approving the annual report of the Supervisory Board for the financial year 2023

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 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. ("Supervisory Board") for the financial year 2023 covering:

- A summary of the 2023 activity of the Supervisory 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 Supervisory Board of the Stock Exchange in Warsaw (“WSE”), as well as the Supervisory 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 2023,
- Information on the composition of the Supervisory Board and its committees (principle 2.11.1. of Best Practice),
- 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 2023, pursuant to article 382 § 3 item 1 and article 382 § 3¹ item 1 of the Code of Commercial Companies,
- The result of the assessment of the Management Board's motion regarding the distribution of profit for the financial year 2023, pursuant to art. 382 § 3 item 2 and art. 382 § 3¹ item 1 of the Code of Commercial Companies,
- 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 § 3¹ 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),
- The assessment of the implementation by the Bank's Management Board of the requirements referred to in article 380¹ of the Code of Commercial Companies (pursuant to article 382 § 3¹ item 3 of the Code of Commercial Companies),
- 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 § 3¹ item 4 of the Code of Commercial Companies),
- Information on the total remuneration due from the Bank for all audits commissioned by the Supervisory Board during the financial year 2023 in accordance with the procedure specified in article 382¹ of the Code of Commercial Companies (pursuant to article 382 § 3¹ item 5 of the Code of Commercial Companies),
- 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,
- 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 (rule 2.11.4. of Best Practice), and (iii) “Recommendations Z” from the Polish Financial Supervision Authority, together with information on the actions taken by the Supervisory Board to make this assessment,

- 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),
- 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),
- Information on the number of meetings and attendance at Supervisory Board meetings in 2023.

§ 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 27 March 2024
on the distribution of profit for financial year 2023

Pursuant to art. 395 § 2 item 2 and art. 347 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 distribute the profit of Bank Millennium S.A. for the financial year ending on 31 December 2023 in the amount of 510 259 398,40 PLN, the Ordinary General Meeting shall allocate the whole amount to 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 27 March 2024
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 2023

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 1.01.2023 till 31.12.2023.

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 27 March 2024
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 2023

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 1.01.2023 till 31.12.2023.

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 27 March 2024
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 2023

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 1.01.2023 till 31.12.2023.

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 27 March 2024
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 2023

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 1.01.2023 till 31.12.2023.

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 27 March 2024

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 2023

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 1.01.2023 till 31.12.2023.

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 27 March 2024
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 2023

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 1.01.2023 till 31.12.2023.

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 27 March 2024
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 2023

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 1.01.2023 till 31.12.2023.

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 27 March 2024
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 2023

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 1.01.2023 till 31.12.2023.

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 27 March 2024
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 2023

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 1.01.2023 till 31.12.2023.

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 27 March 2024
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 2023

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 of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2023 till 31.12.2023.

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 27 March 2024
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 2023

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 1.01.2023 till 31.12.2023.

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 27 March 2024
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 2023

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 of the Supervisory Board of Bank Millennium S.A., in regard of the performance of her duties for the period from 1.01.2023 till 31.12.2023.

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 27 March 2024
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 financial year 2023

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 of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2023 till 31.12.2023.

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 27 March 2024
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 2023

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 of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2023 to 31.12.2023.

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 27 March 2024
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 2023

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 the duties for the period from 1.01.2023 till 31.12.2023.

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 27 March 2024
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 2023

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 1.01.2023 till 31.12.2023.

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 27 March 2024
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 2023

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 1.01.2023 till 31.12.2023.

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 27 March 2024
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 2023

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 his duties for the period from 1.01.2023 till 31.12.2023.

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 27 March 2024
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 2023

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 1.01.2023 till 31.12.2023.

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 27 March 2024
in the matter of performing the assessment of the remuneration policy at Bank Millennium S.A.

With reference to § 28 sect. 3 and 4 of the „Principles of the Corporate Governance for Supervised Institutions”, adopted by the Polish Financial Supervision Authority on 22.07.2014, the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting, based on information included in (i) presented to General Meeting the report of Supervisory Board from assessment of the performance of the remuneration policy at Bank Millennium S.A. (ii) the combined Management Board report on the activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group in 2023, (iii) the combined ESG report of Bank Millennium S.A. and Bank Millennium S.A. Capital Group for financial year 2023, **concludes** 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. 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 27 March 2024
in the matter of expressing the opinion on the Supervisory Board report
on the remuneration of Members of the Bank's Management Board and Supervisory Board

Pursuant to art. 395 § 2¹ 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. 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 27 March 2024
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. 26 of 30 March 2023 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. 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 27 March 2024
on the assessment of the adequacy of internal regulations concerning the functioning of the Supervisory Board and effectiveness of its activity

Acting on the basis of Recommendation Z (recommendation No. 8.9) on internal governance in banks, issued by the Polish Financial Supervision Authority pursuant to Resolution No. 289/2020 of 9 October 2020, the Ordinary General Meeting hereby resolves as follows:

§ 1

Ordinary General Meeting, taking into account:

1. Resolution of the Supervisory Board on the self-assessment of the adequacy of internal regulations concerning the functioning of the Supervisory Board and the effectiveness of the Supervisory Board's operations ("**Resolution of the Supervisory Board**"),
2. a list of regulations concerning the functioning of the Supervisory Board, available on the Bank's website, the content of which constitutes a trade secret,
3. the content of the Bank's internal regulations available on the Bank's website, in particular the Articles of Association and Bylaws of the Supervisory Board of the Bank,
4. Annual Report of the Supervisory Board of Bank Millennium S.A. for the financial year 2023,

5. Legal opinion of an external advisor on the assessment of the internal regulations of Bank Millennium S.A. concerning the functioning of the Supervisory Board in terms of their adequacy, within the meaning of Recommendation Z, assesses that the internal regulations concerning the functioning of the Supervisory Board are adequate and ensure that the Supervisory Board is able to act effectively, and the actions taken by the Supervisory Board in 2023 were effective and efficient.

§ 2

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 27 March 2024
in the matter of 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 the Recommendation Z of the Polish Financial Supervision Authority regarding the principles of internal governance in banks, according to which the General Meeting is informed about the adopted by-laws of the supervisory board,
- the amendment adopted by the Supervisory Board on 24.07.2023 to the By-laws of the Supervisory Board of Bank Millennium S.A.,

The Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting of the Bank acknowledges the "*Information on the By-laws of the Supervisory Board of Bank Millennium S.A.*", constituting an attachment to this resolution.

§ 2

The resolution shall enter into force on the date 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 27 March 2024
in the matter of amending the Bank's Articles of Association in the scope introducing the possibility of issuing capital bonds and in the scope of authorizing the Management Board in the manner referred to in art. 454¹ § 2 of the Commercial Companies Code

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

§ 1

The following changes are introduced in Bank's Articles of Association:

1/ the sentence in § 5 sec. 3 which reads:

"3. The Bank may issue bonds, including convertible bonds and bonds with pre-emptive rights."

shall read as follows:

"3. The Bank may issue bonds, including convertible bonds, bonds with pre-emptive rights and capital bonds, including those convertible into shares of the Bank."

2/ § 10 shall read as follows:

"Subject to cases described in Code of Commercial Companies, the General Shareholders' Meeting shall be valid if at least one fourth of the Bank's share capital is represented at the Meeting. Simple majority of votes shall be required for validity of resolutions. A majority of three quarters of votes shall be required for matters regarding amendment of the Articles of Association, dissolution or merger of the Bank, issuance of convertible bonds and bonds with pre-emptive rights, retirement of shares (subject to Art. 415 § 4 of the Code of Commercial Companies), decrease of share capital, increase of share capital (including its increase by way of conversion of capital bonds into shares of the Bank) and sale of the enterprise or its organised part; and a majority of two thirds in matters regarding a material change of the Bank's operation."

3/ the following § 33a shall be added after § 33:

"If the General Meeting adopts an increase in the Bank's share capital by way of conversion of capital bonds referred to in Article 27a of the Act on Bonds into the Bank's shares, the Management Board may be authorized by a resolution of the General Meeting to adopt a resolution on granting the Bank's shares."

§ 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 Articles of Association in accordance with the resolution.

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 27 March 2024
on amending the Bank's Articles of Association in scope introducing provisions on capital instruments
including perpetual bonds

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

§ 1

In § 5 of the Bank's Articles of Association the following changes shall be introduced:

1/ in § 5 sec. 3, after the final dot, the following additional sentence shall be added:

“The Bank may issue also the perpetual bonds.”

2/ in § 5, after section 3, the following sections 3¹ and 3² shall be added:

“3¹. The Bank may issue capital instruments (including in particular capital bonds) qualified in accordance with the relevant regulations to Tier I or Tier II capital.

3². Financial instruments referred to in sect. 3 and 3¹ may be issued under Polish or foreign law, unless the law provides for the possibility of issuing them only under Polish law.”

§ 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 Articles of Association in accordance with 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 27 March 2024
on amending the Bank's Articles of Association with respect to the subject of the Bank's activity, in order
to adapt it to the amendments to the Banking Law and the Act on Trading in Financial Instruments and to
in scope repealing the provisions concerning non-performed activities

Pursuant to Article 430 § 1 of the Commercial Companies Code and § 8 section 2 point 1 of the Articles of Association of Bank Millennium S.A. ("Bank"), the Ordinary General Meeting hereby resolves as follows:

§ 1

The Bank's Articles of Association are amended as follows:

1/ in § 5 section 1 and section 2 shall read as follows:

1. The subject of the Bank's activity includes the activities indicated in sec. 1 - 2¹ to which the Bank is authorized, constituting banking activities and other activities. The scope of activity of the Bank shall comprise:
 - 1) accepting cash deposits payable on demand or at a specified date, and keeping the accounts of these deposits,
 - 2) keeping other bank accounts,
 - 3) granting loans,
 - 4) issuing and confirming bank guarantees and opening and confirming letters of credit,
 - 5) issuing bank debt securities,
 - 6) conducting bank monetary settlements,
 - 7) granting cash loans and consumer loans as defined in a separate act of law,
 - 8) operations on cheques and bills of exchange and operations on warrants,
 - 9) issuing payment cards and performing operations with their use,
 - 10) *(repealed)*
 - 11) purchasing and selling cash receivables,
 - 12) storing items and securities,
 - 13) purchasing and selling foreign currencies,
 - 14) providing and confirming sureties,
 - 15) implementing commissioned activities related to the issue of securities,
 - 16) intermediating in money transfers and settlements in foreign exchange dealings, including settling operations related to payment cards in foreign exchange dealings,
 - 17) provision of the following payment services:
 - a/ accepting cash deposits and withdrawing cash from a payment account and all actions necessary for the operation of the account (art. 3 section 1 item 1 of the Payment Services Act),
 - b/ execution of payment transactions, including the transfer of funds to a payment account with the user's provider or with another account provider (art. 3 section 1 item 2 of the Payment Services Act):
 - by performing direct debit services, including one-off direct debits,
 - with the use of a payment card or similar payment instrument,
 - through the execution of transfer order services, including standing orders,
 - c/ execution of the payment transactions listed in subitem b/, debiting the amount of money made available to the user on account of a loan (art. 3 section 1 item 3 of the Payment Services Act),
 - d/ issuing payment instruments (art. 3 section 1 item 4 of the Payment Services Act),
 - e/ enabling the acceptance of payment instruments and the execution of payment transactions initiated by the payer's payment instrument by or through the merchant, consisting in particular in the handling of authorisations, sending to the issuer of a payment instrument or payment systems of payment orders of the payer or merchant, aimed at transferring funds due to the merchant, except for activities consisting in clearing and settling these transactions within the payment system in the meaning of the Settlement Finality Act (acquiring) (art. 3 section 1 item 5 of the Payment Services Act),
 - f/ provision of the service of initiating a payment transaction (art. 3 section 1 item 7 of the Payment Services Act),
 - g/ provision of account information access service (art. 3 section 1 item 8 of the Payment Services Act),
 - 18) performing the activities of representing bank in the meaning of the Act on Bonds.
2. Scope of operations of the Bank shall also include performance of the following activities, other than those listed in Sec. 1, i.e.:
 - 1) carrying out business projects jointly with other legal and natural persons,
 - 2) *(repealed)*
 - 3) *(repealed)*
 - 4) *(repealed)*
 - 5) keeping deposit accounts for securities,
 - 6) performing, within statutory limits and under terms and conditions agreed with the debtor, conversion of cash receivables to assets of the debtor,

- 7) purchasing and selling real property,
- 8) rendering consulting and advisory services in financial matters,
- 9) running factoring and forfaiting operations,
- 10) providing insurance intermediation services,
- 11) providing trust services and issuing electronic identification means in the meaning of provisions on trust services,
- 12) rendering intermediation services, including agency services, to financial entities and institutions, in particular to brokerage houses, entities providing leasing services and other banks,
- 12¹) credit and loan intermediation,
- 13) conducting commissioned activities related to the management of securities, trading in such securities on own account or for a third party,
- 14) activities, to which the Bank is authorized under other acts of law:
 - a/ rendering intermediation services to investment fund companies and investment funds, to the extent defined in the Act on Investment Funds and managing alternative investment funds,
 - b/ exercising the function of a depository of pension and investment funds, managing securitised debts of securitisation funds,
 - c/ (*repealed*)
 - d/ performing the function of agent of an issue of securities in the meaning of the Act on Trading in Financial Instruments,
- 15) providing financial services connected with trading in financial instruments and securities issued abroad and their safekeeping,
- 16) intermediating in trading in shares of commercial law companies,
- 17) managing third-party funds,
- 18) acquiring investment certificates of investment funds,
- 19) managing a third-party register of participants of an investment fund and a register of members of a pension fund,
- 20) intermediating in the trading in receivables,
- 21) performing custody services,
- 22) performing actions connected with the issue and servicing of financial instruments, which are not securities,
- 23) providing underwriting services,
- 24) rendering services of keeping accounting books for entities referred to in Sec. 5,
- 25) conducting, through an organisationally separated organisational unit of the Bank, brokerage activity in scope:
 - a/ accepting and transmitting orders to purchase or sell financial instruments,
 - b/ execution of orders to purchase or sell financial instruments on the account of the principal,
 - c/ purchase or disposal of financial instruments on own account,
 - d/ investment consultancy,
 - e/ offering financial instruments,
 - f/ provision of services in the performance of concluded underwriting agreements or conclusion and performance of other agreements of a similar nature, if their subject matter is financial instruments,
 - g/ storing or registering financial instruments, including keeping securities accounts, derivatives accounts and omnibus accounts, and keeping cash accounts, as well as keeping records of financial instruments,
 - h/ foreign exchange, if it is related to brokerage activities within the scope indicated in Article 69 sect. 2 of the Act on Trading in Financial Instruments,
 - i/ preparing investment analyses, financial analyses and other recommendations of a general nature regarding transactions in financial instruments,
 - j/ provision of additional services related to the underwriting agreement,
- 26) (*repealed*)
- 27) providing services of reporting to trade repositories in the meaning of Regulation (EU) No 648/2012 of the European Parliament and of the Council on OTC derivatives, central counterparties and trade repositories, of information about derivative contracts concluded by a counterparty with the Bank,
- 28) confirming data with use of electronic identification means of the Bank's ICT system, pursuant to provisions of telecommunication law,
- 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 § 5, after section 2, the following section 2¹ is added:

“2¹. The scope of the Bank's activity also includes, pursuant to Article 70 sect. 2 of the Act on Trading in Financial Instruments, conducting the following activities outside the organizationally separated organizational unit through which the Bank conducts brokerage activities:

- a/ accepting and sending orders for purchase or sale of financial instruments, execution of such orders on the account of the principal, investment advice, offering financial instruments, provided that the subject of these activities are financial instruments specified in Article 70 sect. 2 p. 1 of the Act on Trading in Financial Instruments,
- b/ purchasing or selling financial instruments on own account, excluding such activities performed as a market maker in shares or derivatives of which the underlying is shares,
- c/ providing services in the performance of the concluded underwriting agreements or concluding and performing other agreements of a similar nature, if their subject matter is financial instruments,
- d/ storing or registering financial instruments, including keeping securities accounts, derivatives accounts and omnibus accounts, cash accounts, as well as keeping records of financial instruments,
- e/ preparing investment analyses, financial analyses and other recommendations of a general nature concerning transactions in financial instruments,
- f/ provision of additional services related to the underwriting agreement,
- g/ foreign exchange to the extent related to the Bank's performance of the activities referred to in Article 70 sect.2 of the Act on Trading in Financial Instruments,
- h/ activities performed pursuant to Article 70 sect.2 p.4 of the Act on Trading in Financial Instruments, consisting in granting cash loans for the purpose of making a transaction involving one or more financial instruments, if the transaction is to be made through the Bank.”

3/ § 6 shall read as follows:

“The Bank shall observe confidentiality of turnover and balances of bank accounts as well as confidentiality of information on acceptance of items for safekeeping, according to Banking Law.”

§ 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 Articles of Association in accordance with the resolution.

Appendix No. 1 – Examples of partially anonymized identity documents.

Identification card – example

Rzeczpospolita Polska Republic of Poland
Dowód osobisty Identity card

NAZWISKO/ SURNAME
KOWALSKI

IMIONA/ GIVEN NAMES
JAN

OBYWATELSTWO/ NATIONALITY
[redacted]

DATA URODZENIA/ DATE OF BIRTH
[redacted]

SERIA I NUMER DOKUMENTU/
DOCUMENT NUMBER
ZZC108201

PŁEĆ/
SEX
[redacted]

TERMIN WAŻNOŚCI/ EXPIRY DATE
02.08.2031

PODPIS/ SIGNATURE
[redacted]

NUMER CAN/ CAN
[redacted]

NUMER PESEL/ PERSONAL NUMBER
[redacted]

MIEJSCE URODZENIA/ PLACE OF BIRTH
[redacted]

NAZWISKO RODOWE/ FAMILY NAME
KOWALSKI

IMIONA RODZICÓW/ PARENTS' GIVEN NAMES
ADAM BARBARA

ORGAN WYDAJĄCY/ ISSUING AUTHORITY
[redacted]

SERIA I NUMER DOKUMENTU/
DOCUMENT NUMBER
ZZC 108201

DATA WYDANIA/
DATE OF ISSUE
02.08.2021

Passport – example

