

**ORDINARY GENERAL MEETING OF BANK MILLENNIUM S.A.**  
**CONVENED FOR 27 MARCH 2025**  
**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 ..... (*name of person*), 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 2025 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 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 2025 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 electing Chairperson of the General Meeting (Resolution No. 1).			
<b>(Draft resolution - Schedule No. 1)</b>			
<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 2024: 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 which includes, in particular, the sustainability reporting of Bank Millennium S.A. and Bank Millennium S.A. Capital Group (Resolution No. 2).			
<b>(Draft resolution - Schedule No. 2)</b>			
<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 2024 (Resolution No. 3).			
<b>(Draft resolution - Schedule No. 3)</b>			
<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 2024 (Resolution No. 4).			
<b>(Draft resolution - Schedule No. 4)</b>			
<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 2024 (Resolution No. 5).

(Draft resolution - Schedule No. 5)

<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. 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 2024 (Resolution no 6).

(Draft resolution - Schedule No. 6)

<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. 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 2024 (Resolution No. 7).

(Draft resolution - Schedule No. 7)

<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. Wojciech Haase - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties in financial year 2024 (Resolution No. 8).

(Draft resolution - Schedule No. 8)

<input type="checkbox"/> In favor	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the Proxy's discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 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 2024 (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 2024 (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 2024 (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. Jarosław Hermann - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties in financial year 2024 (Resolution No. 12). (Draft resolution - Schedule No. 12)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr. Bogusław Kott - Chairman of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in financial year 2024 (Resolution No. 13). (Draft resolution - Schedule No. 13)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr. Nuno Manuel da Silva Amado - Deputy Chairman of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in financial year 2024 (Resolution No. 14). (Draft resolution - Schedule No. 14)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr. Dariusz Rosati - Deputy Chairman and Secretary to the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in financial year 2024 (Resolution No. 15). (Draft resolution - Schedule No. 15)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr. Miguel de Campos Pereira de Bragança - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in financial year 2024 (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><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 2024 (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 2024 (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 2024 (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 2024 (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:			

<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 2024 (Resolution No. 21). (Draft resolution - Schedule No. 21)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Mr. Lingjiang Xu - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in financial year 2024 (Resolution No. 22). (Draft resolution - Schedule No. 22)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to 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 2024 (Resolution No. 23). (Draft resolution - Schedule No. 23)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 11 ON THE AGENDA</b> - Passing of a Resolution in the matter of granting discharge to Ms. Beata Stelmach - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of her duties in financial year 2024 (Resolution No. 24). (Draft resolution - Schedule No. 24)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			



<b>POINT 12 ON THE AGENDA</b> - 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:			

<b>POINT 13 ON THE AGENDA</b> - 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:			

<b>POINT 14 ON THE AGENDA</b> - Passing of a Resolution on the adoption of the Remuneration Policy for Members of the Management Board and Supervisory Board of the Bank (Resolution No. 27). (Draft resolution - Schedule No. 27)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 15 ON THE AGENDA</b> - Passing of a Resolution in the matter of remunerating members of the Supervisory Board (Resolution No. 28). (Draft resolution - Schedule No. 28)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 16 ON THE AGENDA</b> - 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. 29). (Draft resolution - Schedule No. 29)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 17 ON THE AGENDA</b> - Passing of a Resolution in the matter of determining of the number of Members of Bank Millennium S.A. Supervisory Board (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:			

<b>POINT 18 ON THE AGENDA</b> - Passing of a Resolution in the matter of appointment to the membership of the Bank Millennium S.A. Supervisory Board (Resolutions from No. 31 to No. (YY)). (Draft resolution - Schedule No. 31 to No. (YY))			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 18 ON THE AGENDA</b> - Passing of a Resolution in the matter of assessment of collective suitability of Bank Millennium S.A. Supervisory Board (Resolution No. YY+1). (Draft resolution - Schedule No. YY+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 19 ON THE AGENDA</b> - 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. YY+2). (Draft resolution - Schedule No. YY+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 20 ON THE AGENDA</b> - Passing of a Resolution in the matter of amendments to the Bank's Articles of Association and authorization of the Management Board of the Bank to increase the share capital of the Bank within the limits of the authorized capital without the possibility to divest by the Management Board the pre-emptive right of current shareholders, in whole or in part (Resolution No. YY+3). (Draft resolution - Schedule No. YY+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 20 ON THE AGENDA</b> - Passing of a Resolution in the matter of amending the Bank's Articles of Association in paragraphs 5, 17 and 18 (Resolution No. YY+4). (Draft resolution - Schedule No. YY+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:			

<b>POINT 20 ON THE AGENDA</b> - Passing of a Resolution in the matter of amending the Bank's Articles of Association in § 17 sec. 2 and § 18 sec. 2 and 7 (Resolution No. YY+5). (Draft resolution - Schedule No. YY+5)			
<input type="checkbox"/> In favor  Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection  Number of shares:	<input type="checkbox"/> Abstaining  Number of shares:	<input type="checkbox"/> At the Proxy's discretion  Number of shares:
<input type="checkbox"/> Other:			

<b>POINT 21 ON THE AGENDA</b>		- Passing of a Resolution on the establishment of the incentive program and the rules for its implementation, the release of the reserve capital established by resolution No. 4 of the Extraordinary General Meeting of the Bank of August 27, 2019 and the creation of the reserve capital for the acquisition of shares under the incentive program (Resolution No. YY+6).	
(Draft resolution - Schedule No. YY+6)			
<input type="checkbox"/> In favor	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At the Proxy's discretion
Number of shares:	Number of shares:	Number of shares:	Number of shares:
<input type="checkbox"/> Other:			

## EXPLANATIONS

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

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

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

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

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

DRAFT

**RESOLUTION NO. 1**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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**

DRAFT

**RESOLUTION NO. 2**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
in the matter of approval for financial year 2024: 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 which includes, in particular, the sustainability reporting 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 2024 containing:
  - a/ profit and loss account for the period from 1 January till 31 December 2024 showing a profit of PLN 643 103 thousand;
  - b/ total income report for the period from 1 January till 31 December 2024 showing a profit of PLN 671 150 thousand;
  - c/ balance sheet prepared as of 31 December 2024, which on the assets and liabilities side shows the total of PLN 137 699 862 thousand;
  - d/ statement on changes in equity from 1 January till 31 December 2024;
  - e/ cash flow account for the period from 1 January till 31 December 2024 showing an decrease of net cash flow by the sum of PLN 4 331 784 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 2024, which includes, in particular, the sustainability reporting of Bank Millennium S.A. and Bank Millennium S.A. Capital Group.

§ 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***

DRAFT

**RESOLUTION NO. 3**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
in the matter of approving the financial report of the Bank Millennium S.A. Capital Group  
for financial year 2024

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 2024 containing:

- a/ consolidated profit and loss account for the period from 1 January till 31 December 2024 showing a profit of PLN 719 209 thousand;
- b/ consolidated total income report for the period from 1 January till 31 December 2024 showing a profit of PLN 876 737 thousand;
- c/ consolidated balance sheet prepared as of 31 December 2024, which on the assets and liabilities side shows the total of PLN 139 151 532 thousand;
- d/ statement on changes in consolidated equity from 1 January till 31 December 2024;
- e/ consolidated cash flow account for the period from 1 January till 31 December 2024 showing an decrease of net cash flow by the sum of PLN 4 334 597 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***

DRAFT

**RESOLUTION NO. 4**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
in the matter of approving the annual report of the Supervisory Board for the financial year 2024

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 2024 covering:

- A summary of the 2024 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 2024,

- 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, which includes, in particular, the sustainability reporting 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 2024, pursuant to article 382 § 3 item 1 and article 382 § 3<sup>1</sup> 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 2024, pursuant to art. 382 § 3 item 2 and art. 382 § 3<sup>1</sup> 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 § 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), as well as the assessment of the effectiveness of compliance risk management, the adequacy and effectiveness of the procedure for anonymous reporting of breaches by employees, the adequacy and effectiveness of the conflict of interest management system implemented at the Bank and the adequacy and effectiveness of the anti-corruption system implemented at the Bank (assessment made with reference to § 35 point 5 and § 46 point 12 of the Regulation of the Minister of Finance, Development Funds and Regional Policy of 8 June 2021 on the system risk management and internal control system and remuneration policy in banks, and in connection with the requirements set out in the Conflicts of Interest Management Policy in Bank Millennium S.A. and in the document Anti-corruption in Bank Millennium S.A. Principles and guidelines),
- 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),
- 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),
- Information on the total remuneration due from the Bank for all audits commissioned by the Supervisory Board during the financial year 2024 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),
- 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 2024.

§ 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***

DRAFT

**RESOLUTION NO. 5**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
on the distribution of profit for financial year 2024

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 2024 in the amount of 643 103 011,05 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***

DRAFT

**RESOLUTION NO. 6**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 2024

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 1.01.2024 till 31.12.2024.



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

DRAFT

**RESOLUTION NO. 7**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 2024

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 1.01.2024 till 31.12.2024.

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

DRAFT

**RESOLUTION NO. 8**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 2024

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 1.01.2024 till 31.12.2024.

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

DRAFT

**RESOLUTION NO. 9**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 2024

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 1.01.2024 till 31.12.2024.

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

DRAFT

**RESOLUTION NO. 10**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 2024

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 1.01.2024 till 31.12.2024.

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

DRAFT

**RESOLUTION NO. 11**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 2024

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 1.01.2024 till 31.12.2024.

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

DRAFT

**RESOLUTION NO. 12**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 2024

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 1.01.2024 till 31.12.2024.

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

DRAFT

**RESOLUTION NO. 13**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 2024

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 1.01.2024 till 31.12.2024.

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

DRAFT

**RESOLUTION NO. 14**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 2024

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 1.01.2024 till 31.12.2024.

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

DRAFT

**RESOLUTION NO. 15**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 2024

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 1.01.2024 till 31.12.2024.

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

DRAFT

**RESOLUTION NO. 16**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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  
2024

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 1.01.2024 till 31.12.2024.

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

DRAFT

**RESOLUTION NO. 17**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 2024

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 1.01.2024 till 31.12.2024.

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

DRAFT

**RESOLUTION NO. 18**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 2024

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 1.01.2024 till 31.12.2024.

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

DRAFT

**RESOLUTION 19**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 2024

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 1.01.2024 to 31.12.2024.

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

DRAFT

**RESOLUTION NO. 20**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 2024

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 1.01.2024 till 31.12.2024.

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

DRAFT

**RESOLUTION NO. 21**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 2024

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 1.01.2024 till 31.12.2024.

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

DRAFT

**RESOLUTION NO. 22**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 2024

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 1.01.2024 till 31.12.2024.

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

DRAFT

**RESOLUTION NO. 23**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 2024

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 1.01.2024 till 31.12.2024.

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

DRAFT

**RESOLUTION NO. 24**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 2024

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 1.01.2024 till 31.12.2024.

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

DRAFT

**RESOLUTION NO. 25**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 on execution of remuneration policy in Bank Millennium S.A. in 2024” (ii) the combined Management Board report on the activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group in 2024, **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***

DRAFT

**RESOLUTION NO. 26**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 § 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. 27 to Instructions on how to exercise voting rights via proxy**

DRAFT

**RESOLUTION NO. 27**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
on the adoption of the Remuneration Policy for Members of the Management Board and Supervisory Board  
of the Bank

Pursuant to Article 392 § 1 of the Code of Commercial Companies and § 8 sect. 2 item 4 of the Articles of Association of Bank Millennium S.A. ("Bank") and pursuant to Article 90d of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (the "Act"), The Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting adopts the Remuneration Policy for Members of the Management Board and Supervisory Board of Bank Millennium S.A., as attached to this resolution.

§ 2

The Remuneration Policy for Members of the Management Board and Supervisory Board of Bank Millennium S.A. adopted by Resolution No. 27 of 24 March 2021 of the Ordinary General Meeting of Bank Millennium S.A. is hereby repealed.

§ 3

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



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

DRAFT

**RESOLUTION NO. 28**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
in the matter of remunerating members of the Supervisory Board

Pursuant to Article 392 § 1 of the Code of Commercial Companies and § 8 sect. 2 point 4 of the Bank's Articles of Association, the General Meeting resolves as follows:

§ 1

Starting from the taking of this resolution, members of the Supervisory Board shall receive remuneration for performance of functions in the Supervisory Board, in the following amounts:

1/ basic remuneration:

- a/ the Chairman – PLN 25000 monthly,
- b/ other members – PLN 15000 monthly;

2/ in addition to basic remuneration members sitting on permanent committees shall receive remuneration to be paid for each time they participate in committee's meeting, in the following amounts:

- a/ the Chairman of a committee – PLN 12000,
- b/ other members of a committee – PLN 7000.

§ 2

Resolution No. 28 of the Ordinary General Meeting of Bank Millennium S.A. of 21 May 2015 in the matter of remunerating members of the Supervisory Board is repealed.

§ 3

This resolution shall come into force as of the moment of its adoption.

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

DRAFT

**RESOLUTION NO. 29**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 rules of 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 2024,
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 2024 were effective and efficient.

## § 2

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

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

DRAFT

#### **RESOLUTION No. 30**

of the Ordinary General Meeting of Bank Millennium S.A.  
of 27 March 2025

in the matter of determining of the number of Members of Bank Millennium S.A. Supervisory Board

The General Meeting decides that in its new three-year term of office the Supervisory Board of Bank Millennium S.A. shall be composed of [...] Members.

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

DRAFT

#### **RESOLUTIONS FROM NO. 31 TO NO. (YY)**

of the Ordinary General Meeting of Bank Millennium S.A.  
of 27 March 2025

in the matter of appointment to the membership of the Bank Millennium S.A. Supervisory Board

Acting pursuant to art. 22 sect. 2 and art. 22aa of Banking Law Act of 29 August 1997 as well as to Guidelines of the European Banking Authority and the European Securities and Markets Authority on the assessment of the suitability of members of the management body and key function holders ("the Guidelines") and Policy on the Selection and Assessment of the Suitability of Members of the Supervisory Board of Bank Millennium S.A., the Ordinary General Meeting resolves, as follows:

§ 1

In the opinion of the General Meeting Ms./Mr. \_\_\_\_\_ as candidate for the Supervisory Board, satisfies requirements defined in art. 22aa of Banking Law and in the Guidelines and confirms her/his individual suitability to perform the function in the Supervisory Board.

§ 2

Ms./Mr. \_\_\_\_\_ shall be appointed to the Supervisory Board for the new term of office of the Supervisory Board.

§ 3

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

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

DRAFT

**RESOLUTION No. YY+1**

of the Ordinary General Meeting of Bank Millennium S.A.  
of 27 March 2025

in the matter of assessment of collective suitability of Bank Millennium S.A Supervisory Board

Acting pursuant to art. 22aa of the Act of 29 August 1997 the Banking Law and taking account of the Guidelines of the European Banking Authority and the European Securities and Markets Authority on the assessment of the suitability of members of the management body and key function holders, the Ordinary General Meeting resolves, as follows:

§ 1

Collective suitability of the Bank Millennium S.A. Supervisory Board as appointed by the Ordinary General Meeting convened on 27 March 2025 shall be, hereby, confirmed.

§ 2

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

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

DRAFT

**RESOLUTION NO. YY+2**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
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 28.10.2024 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. YY+3 to Instructions on how to exercise voting rights via proxy**

DRAFT

**RESOLUTION NO. YY+3**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025

in the matter of amendments to the Bank's Articles of Association and authorization of the Management Board of the Bank to increase the share capital of the Bank within the limits of the authorized capital without the possibility to divest by the Management Board the pre-emptive right of current shareholders, in whole or in part

Pursuant to art. 430 § 1, art. 444 and art. 445 of the Code of Commercial Companies and § 8 section 2 item 1 of the Articles of Association of Bank Millennium S.A. ("Bank"), the Ordinary General Meeting resolves as follows:

§ 1

In Bank's Articles of Association the change is introduced consisting in adding, after § 31, the § 31a reading as follows:

„§ 31a

1. The Management Board shall be authorized to increase the share capital of the Bank by the amount not higher than PLN 300.000.000 (say: three hundred million zlotys) by way of single or repeated share capital increase within the limits indicated above by way of issuing no more than 300.000.000 (say: three hundred

million) of ordinary bearer shares with nominal value of each share of 1 PLN (one zloty) (hereinafter the “authorized capital”).

2. The authorization referred to in sec. 1 above shall expire after 3 years from the date the amendment to the By-laws of the Bank including the authorized capital is entered into the register of entrepreneurs of the National Court Register.

3. The Management Board of the Bank shall be authorized to increase the share capital within the limits of the authorized capital provided the Supervisory Board gives its consent to such capital increase and an appropriate resolution in the form of a notarial deed is adopted by the Management Board.

4. The Management Board of the Bank shall be authorized to set detailed conditions and ways of subscription of shares issued in connection with the share capital increase within the limits of the authorized capital and in case of decision to issue shares within an open or closed subscription, and in particular to:

- set the time limit to open and close the share subscription,
- set the conditions and ways to subscribe for shares,
- allocate shares, including allocation of shares not taken up upon exercising the preemptive right.

5. The resolutions of the Management Board on fixing the issue price of shares issued within the limits of the authorized capital shall require consent of the Supervisory Board of the Bank.

6. The Management Board of the Bank is not authorized to divest shareholders of the preemptive right (in whole or in part) of shares issued within the share capital increase within the limits of the authorized capital.

7. The Management Board of the Bank shall issue shares within the share capital increase exclusively for cash contributions.

8. The Management Board of the Bank shall not issue preference shares and shall not grant to shareholders of personal preferences within the share capital increase within the limits of the authorized capital.

9. The Management Board's authorization to increase the share capital within the authorized capital does not include the right to increase the capital from the Bank's own funds.

10. Unless provisions of law or this paragraph state otherwise, the Management Board is authorized to decide on all matters connected with the share capital increase within the limits of the authorized capital, and in particular is authorized to:

- 1) conclude underwriting agreements or other agreements securing the success of the share issue,
- 2) take all necessary actual and legal steps to admit shares to trading on the regulated market operated by Warsaw Stock Exchange S.A. in Warsaw, including submitting all necessary applications, documents or notifications to the Polish Financial Supervision Authority and to perform appropriate actions, submit all necessary applications, documentation or notifications in order to admit shares to trading on the regulated market operated by Warsaw Stock Exchange S.A. in Warsaw,
- 3) adopt resolutions and take all other necessary actual and legal actions in the matter of dematerialization of shares and to conclude agreements for registration and dematerialization of shares with Central Securities Depository of Poland,
- 4) amendments of the Articles of Association in the scope related to the increase of the Bank's share capital within the authorized capital, including the submission of a statement pursuant to Article 310 § 2 in conjunction with Article 431 § 7 of the Commercial Companies Code, on the amount of the Bank's share capital subscribed for.

11. Pursuant to Article 433 § 5 sentence 3 of the Commercial Companies Code, the competence to consent to the conclusion of an agreement with the underwriter for the provision of services referred to in Article 433 § 3 of the Commercial Companies Code - if the Management Board decides to conclude such an agreement - is transferred to the Supervisory Board of the Bank.”

## § 2

1. Adopting this resolution aims at making it possible for the Bank to obtain quick and flexible funding if a need for it arises. Introducing a flexible mechanism that allows increasing the Bank's share capital is justified due to the fact that in case of a need shall make it possible for the Bank to quickly adjust the Bank to regulatory requirements or supervisory authorities recommendations regarding capital requirements for banks. The Bank's Management Board using the authorization to increase the share capital within the limits of the authorized capital will be able to adapt the size and time of the issue to market conditions and current capital needs of the Bank.

2. The authorization to increase the share capital within the limits of the authorized capital will make it possible for the Management Board of the Bank:

1) to significantly shorten and simplify the process of obtaining funds as capital increase as it will not be necessary to convene and hold the General Meeting in order to increase the share capital,

2) to reduce costs of the share capital increase,

3) to offer the new issue shares at the most convenient time compared with the procedure for an ordinary increase of share capital, and

4) to mitigate the risk of unfavourable changes in the situation on the capital market as a result of shortening the capital increase process.

3. The issue price of shares issued within the limits of single or repeated share capital increase, shall be set by the Management Board of the Bank, with consent of the Supervisory Board of the Bank. Granting this authorization to the Management Board and Supervisory Board of the Bank shall allow for an efficient issue of shares by adjusting the issue price to the demand for shares offered or situation existing on financial markets.

### § 3

The General Meeting, after considering the justification of the introduction of the authorized capital described in §2, at the same time being a justification of the resolution as regards the grounds for the increase of the share capital within the limits of the authorized capital and way of fixing the issue price, hereby complies with the standpoint of the Management Board and accepts it as justification of this resolution as required by the provisions of the Code of Commercial Companies.

### § 4

The Bank's Supervisory Board, pursuant to § 17 sec. 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.

### § 5

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

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

DRAFT

### **RESOLUTION NO. YY+4**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
in the matter of amending the Bank's Articles of Association in paragraphs 5, 17 and 18

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/ point 1 in § 5 section 2, with the following wording, is deleted (abrogated):

"1) carrying out business projects jointly with other legal and natural persons,"

2/ § 17 section 2 point 4 shall read as follows:

"4/ selection of an audit firm to audit financial statements of the Bank and of the capital group and selection of an audit firm for attestation of the sustainability reporting of the Bank and the capital group,"

3/ § 18 section 5 points 1 - 4 shall read as follows:

"1/ presenting recommendations to the Supervisory Board regarding the selection of an audit firm, monitoring financial audit activities, in particular conducting the audit entrusted to it by the audit firm, controlling and monitoring the independence of the statutory auditor and the audit firm, including in a situation where the audit firm provides services to the Bank, other than audit of financial statements and attestation of the sustainability reporting,

2/ preparing, in scope required by regulations, the policy and procedure for selection of an audit firm for conducting the audit of financial statements and selection of an audit firm for attestation of the sustainability reporting taking into account terms of provision of non-auditing services by such company and entities related to it,

3/ monitoring effectiveness of internal control and risk management systems as well as the process of financial reporting and attestation of the sustainability reporting of the Bank and the capital group,

4/ submitting recommendations aimed at ensuring the reliability of the financial reporting process at the Bank, sustainability reporting or sustainability reporting of the capital group, as well as the effectiveness of internal control systems and risk management as well as internal audit systems,"

## § 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.

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

DRAFT

## **RESOLUTION NO. YY+5**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025  
in the matter of amending the Bank's Articles of Association in § 17 sec. 2 and § 18 sec. 2 and 7

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/ in § 17 section 2, after the sentence:

"The Supervisory Board shall effect constant supervision over the Bank's operations, including within the area of performance of the risk management and internal control systems, directly and via the Audit Committee and other committees of the Supervisory Board."

the following sentence is added:

"When undertaking supervisory activities, the Supervisory Board takes into account macroeconomic trends, as well as the Bank's competitive position and benchmarking."

2/ section 2 in § 18 shall read as follows:

"2. Permanent committees of the Supervisory Board are: Audit Committee, Personnel Committee and Committee for Risk Matters."

3/ section 7 in § 18 is deleted.

#### § 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. YY+6 to Instructions on how to exercise voting rights via proxy***

DRAFT

## **RESOLUTION NO. YY+6**

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2025

on the establishment of the incentive program and the rules for its implementation, the release of the reserve capital established by resolution No. 4 of the Extraordinary General Meeting of the Bank of August 27, 2019 and the creation of the reserve capital for the acquisition of shares under the incentive program

The General Meeting of Bank Millennium Spółka Akcyjna with its registered office in Warsaw ("**Company**", "**Bank**") – acting pursuant to: (i) Article 396 § 4 and 5 of the CCC, and (ii) § 8 section 2 points 3) and 8) of the Company's Articles of Association – having regard to Article 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 Directive 2003/124/EC, 2003/125/EC and 2004/72/EC (OJ L 2014.173.1, as amended) (the "**MAR Regulation**") and Articles 2-4 of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing the MAR Regulation with regard to regulatory technical standards on the conditions applicable to buy-back programs and stabilisation measures (OJ L 2014.173.1, as amended) (OJ L 2014.173.1, as amended) (OJ L 2016/4). L. 2016.173.34 as amended) resolves as follows:

#### § 1

### **Establishment of Incentive Program**

1. It is decided to establish an incentive program ("**Incentive Program**"), constituting a system of remunerating eligible persons, previously identified as having a material impact on the risk profile ("**Risk Takers**") in the Bank and subsidiaries belonging to the capital group created by the Bank, subject to the consolidation obligation (i.e. for which the Bank is the parent company within the meaning of Article 3(1)(37) of the Accounting Act), on which the relevant regulations impose the obligation to introduce separate remuneration rules for persons who have a material impact on the risk profile of the institution (the "**Group**"). As part of the Incentive Program, Risk Takers will be able to purchase the Company's shares, which are fully paid-up ordinary bearer shares with a nominal value of PLN 1.00 per share, admitted to



trading on the regulated market – the main market operated by the Warsaw Stock Exchange (the "WSE"), on the terms and conditions set out in this Resolution, in particular for cash provided by the Company (allocated for this purpose by the General Meeting of the Company).

2. The terms and conditions of the Incentive Program are aimed at ensuring uniform principles of remuneration and equal treatment of all Risk Takers employed at the Bank and the Group, regardless of the basis of employment (performance of work), with the proviso that Risk Takers are persons receiving benefits or other receivables from the Bank or the Group under Article 12 or Article 13 of the Personal Income Tax Act.

## § 2

### **Incentive Program Rules**

The Incentive Program can be implemented on the following terms:

- 1) During the term of the Incentive Program, the Company grants Risk Takers the right to periodically acquire the Company's Shares through the selected investment firm;
- 2) the purchase of the Shares will be financed from the funds held in the Company's reserve capital, established for this purpose in accordance with Article 362 § 2 item 3 of the CCC;
- 3) the Shares acquired by the Risk Takers will constitute a component of variable remuneration, in accordance with the principles of remunerating Risk Takers in force at the Bank during the term of the Incentive Program.

## § 3

### **Duration of the Incentive Program**

The Incentive Program will be implemented during the period (the "**Duration of the Program**"):

- 1) from April 1, 2025 to the end of the day of December 31, 2029 with respect to the non-deferred parts of variable remuneration, and
- 2) from April 1, 2025 to the end of the day of December 31, 2034 with respect to the deferred parts of the variable remuneration.

## § 4

### **Participants of the Incentive Program**

1. Persons entitled to participate in the Incentive Program may be persons who have obtained the status of Risk Takers (all of them or belonging to a specific group of Risk Takers) as a result of identification carried out in accordance with the applicable laws and the principles adopted in the Group.

2. Members of the Bank's Supervisory Board are not persons entitled to participate in the Incentive Program.

## § 5

### **Transitional provisions**

1. The Incentive Program may replace the rules for remunerating Risk Takers in force before the Program Term, taking into account the following assumptions:

1) the payment of the deferred part of the variable remuneration granted before the Duration of the Program, in respect of which the acquisition of rights will take place during the Duration of the Program, will be made under the Incentive Program, in application of section 2 below;

2) from the beginning of the Duration of the Program, no new rights will be granted, either with respect to the non-deferred part or the deferred part of variable remuneration, using the financial instrument of phantom shares ("Phantom Shares").

2. For the purpose of converting the Phantom Shares granted as part of variable remuneration before Duration of the Program into Treasury Shares, the exchange ratio of one Treasury Share in exchange for one Phantom Share will be applied.

## § 6

### **Financing of the acquisition of the Shares**

1. The total amount that may be used by the Company to finance the acquisition of the Shares by Risk Takers together with the costs of their acquisition is no more than PLN 75 000 000 (in words: PLN seventy five million), which corresponds to the value of the reserve capital referred to in § 7 section 2 below.

2. Risk Takers will be entitled to acquire in total no more than 8 000 000 (in words: eight million) Shares, representing 0,6594 % of the total number of votes and constituting 0,6595 % of the Company's share capital.

3. The shares will be purchased by Risk Takers through an investment firm chosen for this purpose.

## § 7

### **Dissolution of existing and creation of new reserve capital**

1. The General Meeting of the Company resolves to dissolve the reserve capital created by Resolution No. 4 of the Extraordinary General Meeting of August 27, 2019 in order to acquire the Company's own shares in the unused amount of PLN 18 900 054,62 (in words: eighteen million nine hundred thousand fifty-four zlotys and sixty-two groszy). It is decided to allocate the amount resulting from the dissolved reserve capital to the supplementary capital.

2. In order to implement the Incentive Program, it is decided to create a reserve capital in the Company in the amount of PLN 75 000 000 (in words: seventy five million zlotys) (the "**Reserve Capital**"), to be used to pay the price for the Shares to be acquired by Risk Takers in the number indicated in § 6 section 2 above, and to cover the costs of their acquisition.

3. For the purposes of increasing the reserve capital referred to in section 2 above, the amount of PLN 18 900 054,62 (in words: eighteen million nine hundred thousand fifty-four zlotys and sixty-two groszy) is transferred from the supplementary capital funds derived from profit (which may be used for dividend payment) to the reserve capital created on the basis of this Resolution for the purpose of payment of the price for the Shares acquired by Risk Takers under the Incentive Program, and the supplementary capital derived from profit is reduced accordingly by the amount of reserve capital created on the basis of this Resolution. The General Meeting hereby resolves that after the expiry of the Duration of the Program, the funds accumulated within the reserve capital created on the basis of this Resolution, which will not be used to finance the acquisition of the Shares under the Incentive Program, will be transferred to the supplementary

capital from which they were transferred in order to contribute to the reserve capital created on the basis of this Resolution, and the reserve capital created on the basis of this Resolution will be subject to without the need for the General Meeting to adopt a separate resolution.

## **§ 8**

### **Executive Authorizations**

1. In connection with the implementation of the Incentive Program, the Company's Supervisory Board is authorised to adopt, within 4 months from the date of adoption of this Resolution, the rules and regulations specifying the detailed procedure and conditions for the implementation of the Incentive Program, taking into account the assumptions set out in this Resolution, including the detailed terms and conditions for granting the right to acquire by Risk Takers and financing the acquisition of the Shares by the Company (the "Bylaws").
2. The Company's Supervisory Board is authorized to designate in the Bylaws the Risk Takers group covered by the Incentive Program.
3. The Management Board of the Company is authorized to conclude an agreement with the selected investment firm regarding the operation of the Incentive Program no later than within one month from the date of adoption of the Bylaws.

## **§ 9**

### **Final provisions**

1. This Resolution shall enter into force on the date of its adoption.
2. The application of the Incentive Program depends on the adoption by the Bank's Supervisory Board of a resolution on the introduction of the Bylaws.

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**

[REDACTED]

Passport – example

