

ORDINARY GENERAL MEETING OF BANK MILLENNIUM S.A.
CONVENED FOR 24 MARCH 2021
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 ")
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To represent the Shareholder at the Ordinary General Meeting to be held at 9.30 a.m. on 24 March 2021 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 copy of the identification card, passport or other official document confirming the Shareholder's identity; or
- (ii) if the Shareholder is not an individual, a copy of an extract from the relevant register or other document confirming the authority of one or several individuals to represent the Shareholder at the Ordinary General Meeting (e.g. uninterrupted sequence of powers of attorney).

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

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

Identification of Proxy

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

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

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

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

INSTRUCTIONS ON HOW TO EXERCISE VOTING RIGHTS VIA A PROXY

The Ordinary General Meeting of Bank Millennium S.A., with its registered office in Warsaw, is to be held at 9.30 on 24 March 2021 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 election of the 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 approving for the financial year 2020: the Bank Millennium S.A. financial statement and the Management Board's joint report on activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group and joint with report on non-financial information 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 statement of Bank Millennium S.A. Capital Group for the financial year 2020 (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 Supervisory Board of Bank Millennium S.A. report on activity in the year of 2020 and making assessment of the remuneration policy in the Bank Millennium S.A. (Resolution No. 4). (Draft resolution - Schedule No. 4)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 10 ON THE AGENDA - Passing of a Resolution in the matter of passing a resolution pronouncing an opinion on the Supervisory Board Report on remuneration of Members of the Management Board and the Supervisory Board of the Bank (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 on the distribution of profit for the financial year 2020 (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 12 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Joao Nuno Lima Bras Jorge - Chairman of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020 (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 12 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Fernando Maria Cardoso Rodrigues Bicho – Deputy Chairman of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020 (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 12 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Wojciech Haase – Member of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020 (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 12 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Andrzej Gliński – Member of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020 (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 12 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Wojciech Rybak – Member of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020 (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 12 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Antonio Ferreira Pinto Junior – Member of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020 (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 12 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Jaroslaw Hermann – Member of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020 (Resolution No. 13).

(Draft resolution - Schedule No. 13)

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

POINT 12 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Boguslaw Kott - Chairman of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020 (Resolution No. 14).

(Draft resolution - Schedule No. 14)

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

POINT 12 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Nuno Manuel da Silva Amado – Deputy Chairman of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020 (Resolution No. 15).

(Draft resolution - Schedule No. 15)

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

POINT 12 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Dariusz Rosati – Deputy Chairman and Secretary of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020 (Resolution No. 16)

(Draft resolution - Schedule No. 16)

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

POINT 12 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Miguel de Campos Pereira de Bragança – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020 (Resolution No. 17).

(Draft resolution - Schedule No. 17)

<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 12 ON THE AGENDA - Passing of a Resolution in the matter of discharging Ms Agnieszka Hryniewicz-Bieniek – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020 (Resolution No. 18).

(Draft resolution - Schedule No. 18)

<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 12 ON THE AGENDA - Passing of a Resolution in the matter of discharging Ms Anna Jakubowski – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020 (Resolution No. 19).

(Draft resolution - Schedule No. 19)

<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 12 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Grzegorz Jędryś – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020 (Resolution No. 20). (Draft resolution - Schedule No. 20)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 12 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Andrzej Koźmiński – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020 (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:			

POINT 12 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Alojzy Nowak – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020 (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:			

POINT 12 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr José Miguel Bensliman Schorcht da Silva Pessanha – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020 (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:			

<p>POINT 12 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Miguel Maya Dias Pinheiro – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020 (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:			

<p>POINT 12 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Lingjiang Xu – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020 (Resolution No. 25).</p> <p>(Draft resolution - Schedule No. 25)</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 13 ON THE AGENDA - Passing of a Resolution in the matter on approval of Policy of selection and assessment of the suitability of Bank Millennium S.A. Supervisory Board members (Resolution No. 26).</p> <p>(Draft resolution - Schedule No. 26)</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 14 ON THE AGENDA - Passing of a Resolution in the matter on the adoption of the Remuneration Policy for Members of the Management Board and the Supervisory Board of the Bank (Resolution No. 27).</p> <p>(Draft resolution - Schedule No. 27)</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 15 ON THE AGENDA - Passing of a Resolution in the matter of change of By-laws of the General Meeting of Shareholders of Bank Millennium S.A. and determination of its uniform text (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 determining of the number of Members of the Bank Millennium S.A. Supervisory Board (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 Resolutions in the matter of appointment to the membership of the Bank Millennium S.A Supervisory Board. (Resolutions from No. 30 to No. YY*-1). <i>* "YY" identification has been introduced due to the fact that at the time of convening the General Meeting the number of Supervisory Board members of the new term of office - decided by the General Meeting - is not known and in consequence the number is unknown (and numerical identification) of resolutions in the matter of appointment of Supervisory Board Members.</i> (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 in the matter of assessment of collective suitability of Bank Millennium S.A. Supervisory Board (Resolution No. YY).			
(Draft resolution - Schedule No. 31)			
<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 18 ON THE AGENDA			
- Passing of a Resolution in the matter of informing the General Meeting about the By-laws of Bank Millennium S.A. Supervisory Board (Resolution No. YY+1).			
(Draft resolution - Schedule No. 32)			
<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 19 ON THE AGENDA			
- Passing of a Resolution in the matter of amendments to the Articles of Association of the Bank (Resolution No. YY+2).			
(Draft resolution - Schedule No. 33)			
<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.

Translation from Polish language

DRAFT

RESOLUTION No. 1

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

dated 24 March 2021

in the matter of election of the Chairperson of the General Meeting

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

Translation from Polish language

DRAFT

RESOLUTION No. 2

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

of 24 March 2021

in the matter of approving for the financial year 2020: the Bank Millennium S.A. financial statement and the Management Board's joint report on activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group and joint report on non-financial information of Bank Millennium S.A. and Bank Millennium S.A. Capital Group

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

§ 1

The Ordinary General Meeting approves:

1/ the audited financial statement of Bank Millennium S.A. for the financial year 2020, containing:

- a/ the income statement for the period from 1 January to 31 December 2020, showing net profit in the amount of PLN 18 579 thousand;
- b/ total comprehensive income statement for the period from 1 January to 31 December 2020, showing income in the amount of PLN 148 740 thousand;
- c/ balance sheet prepared as at 31 December 2020, which on the side of assets as well as liabilities and equity shows the amount of PLN 97 015 626 thousand;
- d/ statement on changes in equity for the period from 1 January to 31 December 2020;
- e/ cash flow statement for the period from 1 January to 31 December 2020, showing an decrease of net cash balance by the amount of PLN 2 166 355 thousand;
- f/ accounting policies as well as notes to the financial statement;

2/ the Management Board's joint report on activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group for the financial year 2020;

3/ joint report on non-financial information of Bank Millennium S.A. and Bank Millennium S.A. Capital Group for the financial year 2020.

§ 2

The Resolution shall come into force on 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 24 March 2021

*in the matter of approving the financial statement of Bank Millennium S.A. Capital Group
for the financial year 2020*

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

§ 1

The Ordinary General Meeting approves the audited financial statement of the Bank Millennium S.A. Capital Group for the year 2020, containing:

- a/ the consolidated income statement for the period from 1 January to 31 December 2020, showing net profit in the amount of PLN 22 817 thousand;
- b/ consolidated total comprehensive income statement for the period from 1 January to 31 December 2020, showing income in the amount of PLN 152 581 thousand;
- c/ consolidated balance sheet prepared as at 31 December 2020, which on the side of assets as well as liabilities and equity shows the amount of PLN 97 771 785 thousand;
- d/ statement on changes in consolidated equity for the period from 1 January to 31 December 2020;
- e/ consolidated cash flow statement for the period from 1 January to 31 December 2020, showing an decrease of net cash balance by the amount of PLN 2 166 355 thousand;
- f/ accounting policies as well as notes to the consolidated financial statement.

§ 2

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

RESOLUTION No. 4

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

of 24 March 2021

in the matter of approving the Supervisory Board of Bank Millennium S.A. report on activity in the year of 2020 and making assessment of the remuneration policy in Bank Millennium S.A.

Pursuant to art. 382 § 3 of the Code of Commercial Companies and § 9 and § 17 sect. 3 of the Bank's Articles of Association as well as in connection with requirements of the "Principles of corporate governance for supervised institutions", adopted by the Polish Financial Supervision Authority on 22 July 2014 ("Principles"), "Good practices of the companies listed at the WSE 2016", adopted by the Supervisory Board of the WSE on 13 October 2015 ("Good Practices"),

The Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting:

I. approves the Supervisory Board of Bank Millennium S.A. ("Board") report on activity in 2020 covering:

1. Summary of activities of the Board in 2020 and its committees: Audit Committee, Personnel Committee, Strategic Committee and Committee for Risk Matters, with self-assessment of the work of the Board, pursuant to the principle II.Z.10.2. of Good Practices as well as with the motion of the Board for discharging by the General Meeting of the members of the Bank's bodies from the performance of the duties in the financial year 2020.
2. Report on assessment of functioning of the remuneration policy in Bank Millennium S.A., pursuant to § 28 item 3 of the Principles.
3. Assessment of application of the Principles, pursuant to § 27 of the Principles and assessment of performance of the disclosure duties, pursuant to principle II.Z.10.3. of Good Practices.
4. Report on assessment of reasonableness of sponsoring, charitable or other activity of similar character, conducted by the Bank Millennium S.A., pursuant to principle II.Z.10.4. of Good Practices.
5. Report on assessment of the Management Board's joint report on activity of the Bank Millennium S.A. and Bank Millennium S.A. Capital Group, joint report on non-financial information of Bank Millennium S.A. and Bank Millennium S.A. Capital Group as well as financial statements of the Bank Millennium S.A. and Bank Millennium S.A. Capital Group for the financial year 2020.
6. Report on assessment of the Management Board's motion regarding distribution of profit for the financial year 2020, pursuant to art. 382 § 3 of the Code of Commercial Companies.
7. Assessment of the Bank Millennium S.A. situation in the year 2020, including assessment of the internal control system, the risk management system, compliance and function of the internal audit, pursuant to principle II.Z.10.1. of Good Practices.

II. concludes, pursuant to requirements of the Principles, based on information contained in the Management Board's joint report on activity of the Bank Millennium S.A. and Bank Millennium S.A. Capital Group in 2020, joint report on non-financial information of the Bank Millennium S.A. and Bank Millennium S.A. Capital Group for the financial year 2020 and on the assessment contained in the Board's report, mentioned in § 1 item I hereof, that the remuneration policy applied in the Bank Millennium S.A. contributes to the development and security of the Bank's activity.

§ 2

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

RESOLUTION NO. 5

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

of 24 March 2021

in the matter of passing a resolution pronouncing an opinion on the Supervisory Board Report on remuneration of Members of the Management Board and the Supervisory Board of the Bank

Pursuant to art. 395 § 2¹ of the Code of Commercial Companies, considering assessment of the Supervisory Board Report on remuneration of Members of the Management Board and the Supervisory Board, performed by the auditor within the scope required under the law, the Ordinary General Meeting resolves as follows:

1. The General Meeting pronounces a positive opinion on the Report of the Supervisory Board on remuneration of Members of the Management Board and the Supervisory Board.
2. The Resolution shall come into force on the day of its adoption.

RESOLUTION No. 6

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

of 24 March 2021

on distribution of profit for the financial year 2020

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. It resolves to distribute the net profit of Bank Millennium S.A. of the financial year ending on 31 December 2020 in the amount of PLN 18 578 923,71 so that it will be entirely allocated to reserve capital.
2. The Resolution shall come into force on the day of its adoption.

Translation from Polish language

DRAFT

RESOLUTION No. 7

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

of 24 March 2021

in the matter of discharging Mr Joao Nuno Lima Bras Jorge - Chairman of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 section 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting discharges Mr Joao Nuno Lima Bras Jorge - Chairman of the Management Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2020 to 31.12.2020.

Translation from Polish language

DRAFT

RESOLUTION No. 8

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

of 24 March 2021

in the matter of discharging Mr Fernando Maria Cardoso Rodrigues Bicho – Deputy Chairman of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 section 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting discharges Mr Fernando Maria Cardoso Rodrigues Bicho – Deputy Chairman of the Management Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2020 to 31.12.2020.

Translation from Polish language

DRAFT

RESOLUTION No. 9

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

of 24 March 2021

in the matter of discharging Mr Wojciech Haase – Member of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 section 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting discharges Mr Wojciech Haase – Member of the Management Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2020 to 31.12.2020.

Translation from Polish language

DRAFT

RESOLUTION No. 10

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

of 24 March 2021

in the matter of discharging Mr Andrzej Gliński – Member of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 section 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting discharges Mr Andrzej Gliński – Member of the Management Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2020 to 31.12.2020.

Translation from Polish language

DRAFT

RESOLUTION No. 11

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

of 24 March 2021

in the matter of discharging Mr Wojciech Rybak – Member of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 section 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting discharges Mr Wojciech Rybak – Member of the Management Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2020 to 31.12.2020.

RESOLUTION No. 12

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

of 24 March 2021

in the matter of discharging Mr Antonio Ferreira Pinto Junior – Member of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 section 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting discharges Mr Antonio Ferreira Pinto Junior – Member of the Management Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2020 to 31.12.2020.

RESOLUTION No. 13

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

of 24 March 2021

in the matter of discharging Mr Jarosław Hermann – Member of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 section 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting discharges Mr Jarosław Hermann – Member of the Management Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2020 to 31.12.2020.

RESOLUTION No. 14

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

of 24 March 2021

in the matter of discharging Mr Bogusław Kott - Chairman of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 section 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting discharges Mr Bogusław Kott - Chairman of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2020 to 31.12.2020.

RESOLUTION No. 15

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

of 24 March 2021

in the matter of discharging Mr Nuno Manuel da Silva Amado – Deputy Chairman of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 section 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting discharges Mr Nuno Manuel da Silva Amado – Deputy Chairman of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2020 to 31.12.2020.

RESOLUTION No. 16

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

of 24 March 2021

in the matter of discharging Mr Dariusz Rosati – Deputy Chairman and Secretary of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 section 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting discharges Mr Dariusz Rosati – Deputy Chairman and Secretary of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2020 to 31.12.2020.

RESOLUTION No. 17

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

of 24 March 2021

in the matter of discharging Mr Miguel de Campos Pereira de Bragança – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 section 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting discharges Mr Miguel de Campos Pereira de Bragança – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2020 to 31.12.2020.

RESOLUTION No. 18

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

of 24 March 2021

in the matter of discharging Ms Agnieszka Hryniewicz-Bieniek – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 section 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting discharges Ms Agnieszka Hryniewicz-Bieniek – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2020 to 31.12.2020.

RESOLUTION No. 19

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

of 24 March 2021

in the matter of discharging Ms Anna Jakubowski – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 section 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting discharges Ms Anna Jakubowski – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2020 to 31.12.2020.

RESOLUTION No. 20

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

of 24 March 2021

in the matter of discharging Mr Grzegorz Jędrys – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 section 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting discharges Mr Grzegorz Jędrys – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2020 to 31.12.2020.

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 24 March 2021

in the matter of discharging Mr Andrzej Koźmiński – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 section 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting discharges Mr Andrzej Koźmiński – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2020 to 31.12.2020.

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 24 March 2021

in the matter of discharging Mr Alojzy Nowak – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 section 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting discharges Mr Alojzy Nowak – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2020 to 31.12.2020.

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 24 March 2021

in the matter of discharging Mr Jose Miguel Bensliman Schorcht da Silva Pessanha – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 section 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting discharges Mr Jose Miguel Bensliman Schorcht da Silva Pessanha – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2020 to 31.12.2020.

RESOLUTION No. 24

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

of 24 March 2021

in the matter of discharging Mr Miguel Maya Dias Pinheiro – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 section 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting discharges Mr Miguel Maya Dias Pinheiro – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2020 to 31.12.2020.

RESOLUTION No. 25

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

of 24 March 2021

in the matter of discharging Mr Lingjiang Xu – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2020

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 section 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting discharges Mr Lingjiang Xu – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2020 to 31.12.2020.

RESOLUTION No. 26

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

of 24 March 2021

in the matter on approval of Policy of selection and assessment of the suitability of Bank Millennium S.A.

Supervisory Board members

In connection with art. 22aa of the Act of 29 August 1997 the Banking Law, the Ordinary General Meeting resolves as follows:

§ 1

Policy of selection and assessment of the suitability of Bank Millennium S.A. Supervisory Board members, reading as in the attachment hereto, shall be approved.

§ 2

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

RESOLUTION No. 27

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

of 24 March 2021

on the adoption of the Remuneration Policy for Members of the Management Board and the Supervisory

Board of the Bank

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

§ 1

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

§ 2

1. "The Remuneration Policy for Members of the Supervisory Board of Bank Millennium S.A.", approved by Resolution No. 27 dated 21 May 2015 of the Ordinary General Meeting of Bank Millennium S.A. is hereby repealed.
2. The Resolution no. 28 of the Ordinary General Meeting of Bank Millennium S.A. of May 21, 2015 on remuneration of members of the Supervisory Board remains in force.

§ 3

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

RESOLUTION NO. 28

*Of the Ordinary General Meeting of Bank Millennium S.A.
of 24 March 2021*

*in the matter of change of By-laws of the General Meeting of Shareholders of Bank Millennium S.A. and
determination of its uniform text*

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

The Ordinary General Meeting resolves as follows:

§ 1

In the By-laws of the General Meeting of Shareholders of Bank Millennium S.A. the following changes shall be introduced:

1/ in § 2 section 1 shall read:

„1. The following have the right to take part in the General Meeting:

- 1) shareholders (both holding rights attached to bearer shares and registered shares), and
- 2) pledgees and usufructuaries who have voting rights, shareholders holding shares traded on a regulated market who have obtained a named certificate of the right to take part in the General Meeting issued by the appropriate entity keeping for them the securities account or a document equivalent to such certificate issued by the entity keeping the collective account on which the Bank's shares are registered and have been entered in the register mentioned in § 3 sect. 1 hereof, in keeping with the regulations on trading in financial instruments and provisions of the Commercial Companies Code.”;

2/ in § 3 sections 1 and 2 shall read:

„1. Based on the register prepared by the entity keeping the deposit of securities, the list of shareholders holding rights attached to shares as well as of pledgees and usufructuaries who have voting rights and who are eligible for participation in the General Meeting, hereinafter referred to as “List of eligible persons” shall be prepared and signed by the Bank's Management Board.

2. The List of eligible persons should include:

- 1) names and surnames, or business names of the shareholders eligible from shares to participate in the General Meeting as well as pledgees and usufructuaries who have voting rights,
- 2) residence or seat,
- 3) number of shares as well as number of votes due.”;

3/ in § 7 sections 2 and 3 shall read:

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

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

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

- 2) check identity of the eligible person or his/her proxy on the basis of a personal identity card or other credible document,
- 3) verify correctness of the power of attorney, thereafter to be appended to the Minutes from the General Meeting,
- 4) see that shareholders or their proxies sign the list of attendance,
- 5) issue to the shareholders or their proxies appropriate magnetic voting cards or other voting documents.”;

„4/ in § 11 section 1 the third sentence shall read as follows:

„Taking off the agenda or decision not to consider an item placed on the agenda upon the motion of shareholders requires a resolution to be taken by the General Meeting, with the prior consent of all the present shareholders who have submitted such motion adopted by majority $\frac{3}{4}$ of the votes at the General Meeting.”

5/ in § 24:

- section 2 shall read:

„2. Eligible shareholders may orally propose candidates for members of the Supervisory Board, for recording in the Minutes, together with a detailed justification, while outside the General Meeting - in writing c/o the Management Board. In a candidate proposal the shareholder shall demonstrate the competencies of the candidate for a member of the Supervisory Board enabling the proper performance of duties and shall provide his/her CV and information enabling the assessment of the candidate, in particular declarations and documents mentioned in art. 22aa of the Act of 29 August 1997 - Banking Law (“Banking Law”), including the candidate’s declarations regarding the consent for standing for election as member of the Supervisory Board, satisfying the requirements stipulated in Banking Law provided for members of a bank supervisory board, as well as satisfying (failing to satisfy) the criteria of independence in the meaning of the provisions of the Act of 11.05.2017 on statutory auditors, audit firms and public oversight, and principles of corporate governance defined by Warsaw Stock Exchange, as well as indicating:

- 1) knowledge (possessed in result of completed education, underwent training, obtained professional titles or scientific degrees as well as acquired otherwise in the course of the professional career),
- 2) experience (acquired in the course of performance of specific functions or occupying specific positions),
- 3) skills essential to perform the entrusted function,
- 4) knowledge of the Polish financial market to a degree essential to perform supervisory functions.”;

- after section 2 section 2¹ shall be added, reading:

„2¹. Templates of declarations of a candidate for member of the Supervisory Board as well as other documents required for assessment of fulfilment by the candidate of requirements stemming from art. 22aa of Banking Law are published on the Bank’s website.”

§ 2

The uniform text of the By-laws shall be adopted, reflecting the change introduced in keeping with § 1, enclosed herewith.

§ 3

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

RESOLUTION No. 29

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

of 24 March 2021

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.

RESOLUTIONS FROM No. 30 TO No. (YY-1)

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

of 24 March 2021

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 as well as in 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**”), 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.

§ 2

Mr./Ms. _____ 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.

RESOLUTION No. YY

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

of 24 March 2021

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 European Banking Authority and the European Securities and Markets Authority and the 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 24 March 2021 shall be, hereby, confirmed.

§ 2

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

RESOLUTION No. YY+1

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

of 24 March 2021

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

Further to recommendation No. 9 contained in Recommendation Z of Polish Financial Supervision Authority regarding principles of corporate governance in banks, the Ordinary General Meeting resolves as follows:

§ 1

The Bank's Ordinary General Meeting takes note of the information about the By-laws of the Supervisory Board of Bank Millennium S.A., adopted by the Supervisory Board pursuant to § 14 of the Bank's Articles of Association.

§ 2

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

RESOLUTION No. YY+2

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

of 24 March 2021

in the matter of amendments to the Articles of Association of the Bank

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

§ 1

Following changes of the Articles of Association of the Bank shall be introduced:

1/ in § 5 sect. 2, after item 29) the full stop shall be replaced with a comma and item 30) shall be added, reading:

"30) performance of acquisition activities to the benefit of entities offering employee capital plans as well as performance of activities related to provision of service to the employee capital plan participants.";

2/ in § 8 sect. 1, after item 3/ the full stop shall be replaced with a comma and item 4/ shall be added, reading:

"4/ adoption of a resolution pronouncing an opinion on the Supervisory Board report, prepared in keeping with art. 90g of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies.";

3/ in § 15:

- in sect. 1, after the first sentence, the following sentence shall be added:

"Participation in the meeting shall also be possible with the use of means of distance communication.";

- in sect. 3 the first sentence shall read:

"The Supervisory Board may pass resolutions also by means of voting in writing, as well as with use of means of distance communication, if all members of the Supervisory Board were informed about the wording of the draft resolution and at least half of the Supervisory Board members took part adopting the resolution.";

- section 4 shall be deleted;

4/ in § 21 sect. 5, after the second sentence a sentence shall be added, reading:

"Members of the Management Board may take part in adopting Management Board resolutions by casting their votes in writing through intermediation of another member of the Management Board."

§ 2

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

§ 3

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