

**RESOLUTION NO. 1**  
of the Ordinary General Meeting of Bank Millennium S.A.  
of 30 March 2023  
in the matter of electing Chairman the General Meeting

Pursuant to art. 409 § 1 of the Code of Commercial Companies and § 5 and 6 of the Bylaws of the General Meeting of the Shareholders of Bank Millennium S.A., the Ordinary General Meeting appoints you as \_\_\_\_\_ Chairman of the Ordinary General Meeting.

**Justification:**

*The Chairman of the General Meeting of Shareholders shall be elected from among the persons entitled to participate in the General Meeting of Shareholders.*

**RESOLUTION NO. 2**  
of the Ordinary General Meeting of Bank Millennium S.A.  
of 30 March 2023

in the matter of approval for financial year 2022: of the financial report of Bank Millennium S.A. and combined Management Board Report on the activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group and the combined ESG report of Bank Millennium S.A. and Bank Millennium S.A. Capital Group.

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

§ 1

The Ordinary General Meeting hereby approves:

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

§ 2

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

**Justification:**

*The financial report of Bank Millennium S.A. for financial year 2022, combined Management Board Report on the activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group in financial 2022, combined ESG report of Bank Millennium S.A. and Bank Millennium S.A. Capital Group for financial year 2022 and the Management Board motion on the coverage of the loss for financial year 2022 were examined by the Supervisory Board, in the mode required by law.*

*The Supervisory Board recognised that the above documents were prepared correctly in terms of the content and form, comply with the books and documents, as well as with the actual status, and provide an accurate reflection of the status of the financial results and activity of the Bank and Bank Capital Group in the financial year 2022.*

*The financial report of Bank Millennium S.A. Capital Group for financial year 2022 was audited by an independent auditor examining the reports of the Bank and Bank Millennium S.A. Capital Group. The auditor also performed the assessment, to the extent required by law, of the combined Management Board report on the activity of the Bank and the Bank Capital Group in financial year 2022.*

*The auditor in its issued opinion stated in particular that financial report give a true and fair view of the economic and financial position of the Bank as at December 31, 2022.*

*In the opinion of the Bank's Management Board, the above evaluations constitute a proper recommendation to the General Meeting for the approval of the submitted documents in accordance with this draft resolution.*

Translation from Polish language

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**RESOLUTION NO. 3**

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

of 30 March 2023

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

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

§ 1

The Ordinary General Meeting of Shareholders hereby approves the audited consolidated financial report of the Bank Millennium S.A. Capital Group for financial year 2022 containing:

- a/ consolidated profit and loss account for the period from 1 January do 31 December 2022 showing a loss of PLN 1 014 566 thousand;
- b/ consolidated total income report for the period from 1 January do 31 December 2022 showing a loss of PLN 1 198 217 thousand;
- c/ consolidated balance sheet prepared as of 31 December 2022, which on the assets and liabilities side shows the total of PLN 110 941 969 thousand;
- d/ statement on changes in consolidated equity from 1 January to 31 December 2022;
- e/ consolidated cash flow account for the period from 1 January do 31 December 2022 showing an increase of net cash flow by the sum of PLN 10 858 845 thousand;
- f/ accounting policies and notes for the consolidated financial report.

§ 2

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

**Justification:**

*The financial report of Bank Millennium S.A. Capital Group for financial year 2022 was audited by an independent auditor examining the reports of the Bank and Capital Group of Bank Millennium S.A.*

*The auditor in its issued opinion stated in particular that the consolidated financial report of the Bank Millennium S.A. Capital Group give a true and fair view of the economic and financial position as at December 31, 2022.*

*The documents referred to in the draft resolutions have been audited in accordance with the procedure required by the Supervisory Board.*

*The Supervisory Board recognised that the above documents were prepared correctly in terms of the content and form, comply with the books and documents, as well as with the actual status, and provide an accurate reflection of the status of the financial results and activity of the Bank Capital Group in the financial year 2022.*

*In the opinion of the Bank's Management Board, the above evaluations constitute a proper recommendation to the General Meeting for the approval of the submitted documents in accordance with this draft resolution.*

*Translation from Polish language*

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#### **RESOLUTION NO. 4**

of the Ordinary General Meeting of Bank Millennium SA  
of 30 March 2023

in the matter of approving the annual report of the Supervisory Board for the financial year 2022 and performing the assessment of the remuneration policy at Bank Millennium S.A.

Pursuant to art. 382 § 3 of the Code of Commercial Companies and § 9 and § 17 sect. 3 of the Bank's Millennium S.A. ("Bank") Articles of Association, as well as in connection with the requirements resulting from „Principles of the Corporate Governance for Supervised Institutions”, adopted by the Polish Financial Supervision Authority on 22.07.2014 („Principles”) and Best Practice of Companies Listed on the WSE 2021, the Ordinary General Meeting of Shareholders resolves as follows:

#### § 1

The Ordinary General Meeting:

- I. approves the report with the meaning of art. 382 § 3 item 3 of the Code of Commercial Companies of the Supervisory Board of Bank Millennium S.A. ("Board") for the financial year 2022 covering:
  1. A summary of the 2022 activity of the Board and its committees: Audit Committee, Personnel Committee, Strategic Committee and Committee for Risk Matters, in accordance with principle 2.11.2 of "Best Practice of Companies Listed on the WSE 2021" ("Best Practice") adopted on 29 March 2021 by the Board of the Stock Exchange in Warsaw ("WSE"), as well as the Board's motion for the General Meeting to grant discharge to the Members of the Bank's bodies in regard of the performance of their duties in financial year 2022,
  2. Information on the composition of the Board and its committees (principle 2.11.1. of Best Practice),
  3. The results of the assessment of the combined Management Board report on the activities of Bank Millennium S.A. and Bank Millennium S.A. Capital Group, the combined ESG report of Bank Millennium S.A. and the Bank Millennium S.A. Capital Group and the financial report of Bank Millennium S.A. and the Bank Millennium S.A. Capital Group for the financial year 2022, pursuant to article 382 § 3 item 1 and article 382 § 3<sup>1</sup> item 1 of the Code of Commercial Companies,
  4. The result of the assessment of the Management Board's motion regarding the coverage of loss for the financial year 2022, pursuant to art. 382 § 3 item 2 and art. 382 § 3<sup>1</sup> item 1 of the Code of Commercial Companies,
  5. The assessment of the Bank's situation, taking into account the adequacy and effectiveness of the internal control systems, risk management, ensuring compliance of activities with standards or applicable practices and internal audit (pursuant to article 382 § 3<sup>1</sup> point 2 of the Code of Commercial Companies), as well as assessment of the Bank's situation on a consolidated basis, including the assessment of internal control, risk management, compliance and internal audit functions, including an annual assessment of the effectiveness of these systems and internal audit functions, together with information on activities, which the Supervisory Board has taken to implement it (principle 2.11.3. in conjunction with principle 3.9. Best Practice WSE),

6. The assessment of the implementation by the Bank's Management Board of the requirements referred to in article 380<sup>1</sup> of the Code of Commercial Companies (pursuant to article 382 § 3<sup>1</sup> item 3 of the Code of Commercial Companies),
  7. The Assessment of the manner of preparing or submitting to the Supervisory Board by the Management Board information, documents, reports or explanations requested in accordance with the procedure specified in art. 382 § 4 of the Code of Commercial Companies (pursuant to art. 382 § 3<sup>1</sup> item 4 of the Code of Commercial Companies),
  8. Information on the total remuneration due from the Bank for all audits commissioned by the Supervisory Board during the financial year 2022 in accordance with the procedure specified in article 382<sup>1</sup> of the Code of Commercial Companies (pursuant to article 382 § 3<sup>1</sup> item 5 of the Code of Commercial Companies),
  9. Report on the evaluation of the functioning of the remuneration policy at Bank Millennium S.A., in accordance with § 28 point 3 of the Principles,
  10. The Assessment of the application of: (i) the Principles (in accordance with § 27 of the Principles), (ii) the corporate governance principles and the manner of fulfilling the disclosure obligations concerning their application set out in the WSE Rules and regulations on current and periodic information published by issuers of securities, together with information on the actions taken by the Board to make this assessment (rule 2.11.4. of Best Practice) and (iii) "Recommendations Z" from the Polish Financial Supervision Authority,
  11. Assessment of the justification of expenditures incurred by the Bank and the Bank Group to support culture, sport, charitable institutions, media, social organizations, trade unions and similar purposes (principle 2.11.5. of Best Practice),
  12. Information about the extent of diversity policy implementation with respect to the Management Board and the Supervisory Board (Principle 2.11.6. of Best Practice),
- II. finds, pursuant to the requirements of the Principles, based on information included in the combined Management Board report on the activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group in 2022, combined ESG report of Bank Millennium S.A. and Bank Millennium S.A. Capital Group for financial year 2022 and the assessment included in the Board's report referred to in § 1 item I of this resolution that the remuneration policy employed at Bank Millennium S.A. is conducive to the development and security of the Bank' activity.

## § 2

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

### **Justification:**

*The financial report of Bank Millennium S.A. and financial report of the Bank's Capital Group for financial year 2022, combined report of the Management Board from the activity of the Bank and the Bank's Capital Group in financial year 2022, combined ESG report of Bank Millennium S.A. and Bank Millennium S.A. Capital Group for financial year 2022 and the Management Board motion on the coverage of the loss for financial year 2022 were examined by the Supervisory Board, in the mode required by law.*

*The Supervisory Board recognised that the above documents were prepared correctly in terms of the content and form, comply with the books and documents, as well as with the actual status, and provide an accurate reflection of the status of the financial results and activity of the Bank and the Bank Capital Group in the financial year 2022 and proposed by the Management Board the coverage of the loss was justified.*

*Moreover, the Supervisory Board performed suitable evaluations and issued appropriate opinions in accordance with the requirements of the "Principles of the Corporate Governance for Supervised Institutions" adopted by the Polish Financial Supervision Authority, as well as "Best Practice of Companies Listed on the WSE 2021"*

*Pursuant to the content of § 28 sect. 4 of „Principles of the Corporate Governance for Supervised Institutions” the Ordinary General Meeting should assess if the established remuneration policy is conducive to the development and safety of the Bank’s activity. The grounds for this assessment are provided in the combined Management Board report on the activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group in 2022 and report on the assessment of the functioning of the remuneration policy at the Bank by the Supervisory Board, which assessment is contained in the Supervisory Board report.*

**RESOLUTION NO. 5**  
of the Ordinary General Meeting of Bank Millennium S.A.  
of 30 March 2023  
on the coverage of the loss for financial year 2022

Pursuant to art. 395 § 2 item 2 of the Code of Commercial Companies and § 8 sect. 1 item 2, § 36, § 39 and § 40 of the Bank's Articles of Association, the Ordinary General Meeting resolves as follows:

1. To cover the loss of Bank Millennium S.A. for the *financial* year ending on 31 December 2022 in the amount of 1 029 898 772,97 PLN, the Ordinary General Meeting shall allocate the amount of 1 029 898 772,97 PLN from the reserve capital.
2. The Resolution shall come into force as of the day of its adoption.

**Justification:**

*The loss for financial year 2022 results from creating provisions for legal risk connected with FX mortgage loans, and provisions related to the so-called credit holidays introduced by law while the Bank has the full capacity to generate - now and in the future - considerable operating profits. The Management Board considers it rational and desirable to apply to the Bank's Ordinary General Meeting to adopt resolution on coverage of loss for financial year 2022, according to which the General Meeting would decide to allocate the amount of 1 029 898 772,97 PLN from the reserve capital to cover the said loss.*

**Justification for draft resolutions no 6 - 12:**

*The resolutions pertain to matters which must be considered by the Ordinary General Meeting upon the completion of the financial year.*

*The Supervisory Board of Bank Millennium S.A. issued a positive opinion concerning the activities of the Management Board implemented in 2022 and recommends granting discharge for all Management Board Members of the Bank in regard of the performance of their duties in 2022.*

**RESOLUTION NO. 6**  
of the Ordinary General Meeting of Bank Millennium S.A.  
of 30 March 2023.

in the matter of granting discharge to Mr Joao Nuno Lima Bras Jorge - Chairman of the Management Board of Bank Millennium S.A., in regard of the performance of his duties in financial year 2022

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Joao Nuno Lima Bras Jorge - Chairman of the Management Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2022 till 31.12.2022.

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 7**

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

in the matter of granting discharge to Mr Fernando Maria Cardoso Rodrigues Bicho - Deputy Chairman of the Management Board of Bank Millennium S.A., in regard of the performance of his duties in financial year 2022

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Fernando Maria Cardoso Rodrigues Bicho – Deputy Chairman of the Management Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2022 till 31.12.2022.

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 8**

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

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

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Wojciech Haase - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2022 till 31.12.2022.

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 9**

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

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

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Andrzej Gliński - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2022 till 31.12.2022.

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 10**

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

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

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Wojciech Rybak - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2022 till 31.12.2022.

**RESOLUTION NO. 11**

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

in the matter of granting discharge to Mr Antonio Ferreira Pinto Junior - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties in financial year 2022

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Antonio Ferreira Pinto Junior - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2022 till 31.12.2022.

**RESOLUTION NO. 12**

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

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

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Jarosław Hermann - Member of the Management Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2022 till 31.12.2022.

***Justification for draft resolutions no 13 - 26:***

*The resolutions pertain to matters which must be considered by the Ordinary General Meeting upon the completion of the financial year.*

**RESOLUTION NO. 13**

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

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

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Bogusław Kott – Chairman of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2022 till 31.12.2022.

**RESOLUTION NO. 14**

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

in the matter of granting discharge to Mr Nuno Manuel da Silva Amado - Deputy Chairman of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in financial year 2022

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Nuno Manuel da Silva Amado - Deputy Chairman of the Supervisory Board of Bank Millennium S.A., in regard of the performance of the duties for the period from 1.01.2022 till 31.12.2022.



*Translation from Polish language*

DRAFT

**RESOLUTION NO. 15**

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

in the matter of granting discharge to Mr Dariusz Rosati - Deputy Chairman and Secretary to the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in financial year 2022

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Dariusz Rosati - Deputy Chairman and Secretary to the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2022 till 31.12.2022.

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 16**

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

in the matter of granting discharge to Mr Miguel de Campos Pereira de Bragança - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in financial year 2022

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Miguel de Campos Pereira de Bragança – Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of the duties for the period from 1.01.2022 till 31.12.2022.

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 17**

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

in the matter of granting discharge to Ms Anna Jakubowski - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of her duties in financial year 2022

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Ms Anna Jakubowski – Member the Supervisory Board of Bank Millennium S.A., in regard of the performance of her duties for the period from 1.01.2022 till 31.12.2022.

*Translation from Polish language*

DRAFT

**RESOLUTION NO. 18**

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

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

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr Grzegorz Jędrys – Member the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2022 till 31.12.2022.

**RESOLUTION 19**

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

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

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association of Bank, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr Alojzy Nowak – Member the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2022 to 31.12.2022.

**RESOLUTION NO. 20**

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

in the matter of granting discharge to Mr José Miguel Bensliman Schorcht da Silva Pessanha - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in financial year 2022

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr José Miguel Bensliman Schorcht da Silva Pessanha – Member the Supervisory Board of Bank Millennium S.A., in regard of the performance of the duties for the period from 1.01.2022 till 31.12.2022.

**RESOLUTION NO. 21**

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

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

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr Miguel Maya Dias Pinheiro - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2022 till 31.12.2022.

**RESOLUTION NO. 22**

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

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

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Lingjiang Xu – Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2022 till 31.12.2022.

**RESOLUTION NO. 23**

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

in the matter of granting discharge to Ms Olga Grygier-Siddons - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties in financial year 2022

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Ms Olga Grygier-Siddons – Member the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2022 till 31.12.2022.

**RESOLUTION NO. 24**

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

in the matter of granting discharge to Ms Beata Stelmach - Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of her duties in financial year 2022

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Ms Beata Stelmach – Member of the Supervisory Board of Bank Millennium S.A., in regard of the performance of her duties for the period from 1.01.2022 till 31.12.2022.

**RESOLUTION NO. 25**

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

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

Pursuant to art. 395 § 2<sup>1</sup> of the Code of Commercial Companies, in view of the assessment of the Supervisory Board report on the remuneration of Members of the Management Board and the Supervisory Board, performed by the auditor within the scope required by law, the Ordinary General Meeting resolves as follows:

§ 1

The General Meeting pronounces a positive opinion on the report of the Supervisory Board on the remuneration of Members of the Management Board and Supervisory Board.

§ 2

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

**Justification:**

*Pursuant to art. 90g sect. 1 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies ("Public Offering Act") the supervisory board of a company shall annually prepare a report on remuneration presenting a comprehensive review of remuneration, including all benefits, irrespective of their form, received by particular members of the management board and supervisory board or due to particular members of the management board and supervisory board in the last financial year, in keeping with the remuneration policy.*

*Bank Millennium is a company, in which - pursuant to art. 395 § 2<sup>1</sup> of the Code of Commercial Companies - the subject of deliberations of the Ordinary General Meeting should be also passing the resolution, mentioned in art. 90g sect. 6 of this Act, i.e. a resolution pronouncing an opinion of the Supervisory Board report on the remuneration of Members of the Bank's Management Board and Supervisory Board in the last financial year. Passing by the General Meeting of the resolution shall constitute the performance of the obligation, defined in art. 395 § 2<sup>1</sup> of the Code of Commercial Companies.*

*The Report on Remuneration was assessed by the auditor with respect to information contained therein as required under art. 90g sec. 1-5 and 8 of the Act dated 29 July 2005 on Public Offering, especially information regarding:*

- comprehensive review of remunerations, including all benefits received by particular members of the Management Board and Supervisory Board or due to particular members of the Management Board and Supervisory Board in keeping with the remuneration policy,*
- total remuneration in a breakdown into fixed and variable components of remuneration, bonuses and other cash and non-cash benefits which can be awarded to Members of the Management Board and Supervisory Board and mutual proportions between those components of remuneration;*
- manner in which total remuneration conforms to approved remuneration policy, including also in what way it is conducive to achieving the company's long-term results;*
- manner in which criteria pertaining to results were applied;*
- changes, in annual term, in remuneration, a company's results and average remuneration of the employees of that company who are not members of the Management Board or Supervisory Board, over at least the last five financial years, comprehensively, in the manner which renders comparison possible;*
- size of remuneration from companies making part of the same capital group in the meaning of the Act of 29 September 1994 on Accounting,*
- number of awarded or offered financial instruments and main conditions of exercising rights on such instruments, including price and date of the exercise and their amendment; - using the possibility of demanding the return the variable remuneration component;*
- divergences from the procedure of implementing the policy of remuneration and exceptions applied in conformity with the provisions of art. 90f of the Act on Public Offering, including the clarification of the premises and procedure, as well as the indication of elements, with respect to which exceptions were applied,*
- value of cash and non-cash benefits granted to relations of members of the Management Board and of the Supervisory Board (if the remuneration of Members of the Management Board and the Supervisory Board includes such benefits).*

*Translation from Polish language*

DRAFT

## **RESOLUTION NO. 26**

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

on approval of the Policy on the Selection and Assessment of the Suitability of Members of the Supervisory Board of Bank Millennium S.A.

Acting pursuant to art. 22aa of the Act of 29 August 1997 the Banking Law, the Ordinary General Meeting resolves as follows:

### § 1

The Policy on the Selection and Assessment of the Suitability of Members of the Supervisory Board of Bank Millennium S.A. is approved in the wording set out in the attachment to this resolution.

### § 2

The "Policy for Selection and Assessment of Suitability of the Supervisory Board Members of Bank Millennium S.A." approved on the virtue of the Resolution No. 28 of 30 March 2022 of the Ordinary General Meeting of Bank Millennium S.A. and constituting attachment to it, is hereby repealed.

### § 3

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

**Justification:**

*The Bank's General meeting, by Resolution No. 28 of 30.03.2022 approved the Selection and Suitability Assessment Policy for Supervisory Board Members at Bank Millennium S.A. (the document constituting the policy of selecting and assessing the suitability of members of the Supervisory Board of Bank Millennium S.A. is hereinafter referred to as the "Policy").*

*The adoption of the Policy was related to the need for the General Meeting to define rules of performing the assessment of suitability of candidates for members, as well as members of the Bank's Supervisory Board, in particular in light of the provisions of art. 22aa of the Act of 29 August 1997 the Banking Law as well as supervisory expectations contained in 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, as well as resulting from the Methodology of Assessment of Suitability of Members of Bodies of Entities Supervised by the Polish Financial Supervision Authority (2020).*

*The Policy document, which is attached to this resolution, is an update in relation to the document adopted by resolution No. 28 of the General Meeting of 30.03.2022. The need to update the Policy arises from the Internal Audit Department recommendation: specifying the maximum time for a Member of the Supervisory Board to complete the knowledge (maximum 3 months) in the event that deficiencies in the expertise to be completed are identified during the suitability assessment.*

Translation from Polish language

DRAFT

**RESOLUTION NO. 27**

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

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

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

§ 1

The Bank's Statute is amended as follows:

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

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

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

2/ Paragraph 16 is amended to read as follows:

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

3/ in § 17:

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

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

b) sec. 3 is replaced by the following:

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

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

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

5/ in § 33 sec. 1 shall read:

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

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

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

## § 2

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

## § 3

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

### **Justification:**

*The purpose of the proposed amendments is to adapt the Bank's Articles of Association to the amendments to the Code of Commercial Companies that entered into force on the 13<sup>th</sup> of October 2022 (these amendments concern the following paragraphs of the Bank's Articles of Association: § 15 section 4 and 5; § 16; § 17 section 2 item 8; § 17 section 3 and § 18 section 1), as well as taking into account the supervision expectation of the Polish Financial Supervision Authority (PFSA), which stated that articles of association of banks should contain provisions reflecting a regulatory requirement that the redemption or acquisition of own shares a consent of PFSA is needed (amendments to paragraphs 33 and 36 of the Articles of Association).*

*The proposed amendments of the Articles of Association related to the Code of Commercial Companies consist of:*

*- § 15 clauses 4 and 5 of the Article of Association: adjusting the wording of the Articles of Association to the provisions of article 389 § 3 and § 6 of the Code of Commercial Companies, specifying the conditions for adopting resolutions during a meeting of the Supervisory Board on matters not included in the proposed agenda, as well as regarding holding a meeting of the Supervisory Board without a formal convocation;*

*- § 16 of the Articles of Association: adjusting the wording of the Articles of Association to: /i/ article 389 § 4 of the Code of Commercial Companies (CCC), specifying that the management board or a member of the supervisory board may request that a meeting of the supervisory board be convened, giving the proposed agenda, /ii/ article 389 § 7 of the CCC, stipulating that meetings of the supervisory board should be convened as needed, but at least once in each quarter of the financial year, and to the /iii/ rule resulting from article 389 § 1, second sentence, of the Code of Commercial Companies, according to which the company's Articles of*

*Association should specify the role of members of the supervisory board, other than its chairman, in connection with the organization of the supervisory board and its activities;*

*- § 17 section 2 point 8 of the Articles of Association: adaptation to article 382<sup>1</sup> of the Code of Commercial Companies, establishing the institution of "advisor to the supervisory board" and the possibility of appointing such adviser by the Supervisory Board;*

*- § 17 section 3 of the Articles of Association: adaptation to the new wording of article 382 § 3 of the Code of Commercial Companies, by clarifying the statutory provision concerning the Supervisory Board's report; clarification consists in indicating that it is a report of the supervisory board referred to in article 382 § 3 item 3 of the Code of Commercial Companies;*

*- § 18 section 1 of the Articles of Association: adjusting the wording of the provision contained in Articles of Association to the article 390<sup>1</sup> § 1 item 2 of the Code of Commercial Companies; The adaptation consists in specifying that the committees of the supervisory board are composed of members of the Supervisory Board and perform certain supervisory functions.*