

**ANNOUNCEMENT OF THE MANAGEMENT BOARD OF BANK
MILLENNIUM S.A. ON CONVENING THE ANNUAL GENERAL MEETING
OF BANK MILLENNIUM S.A. AS AT 27 MARCH 2025**

The Management Board of Bank Millennium S.A. with its registered office in Warsaw ("**Bank**"), pursuant to Article 399 § 1 of the Code of Commercial Companies ("**CCC**"), convenes for 27 March 2025 the Ordinary General Meeting ("**General Meeting**"), which will be held at 9:30 a.m. at the Bank's registered office at Stanisława Żaryna 2A, 02-593 Warsaw.

Agenda

1. Opening of the General Meeting.
2. Information on the voting method.
3. Election of the Chairperson of the General Meeting (resolution no. 1).
4. Confirmation of the correctness of convening the General Meeting and its ability to adopt binding resolutions.
5. Presentation of the agenda of the General Meeting.
6. Election of the Voting Committee.
7. Consideration and approval for the financial year 2024: the financial report of Bank Millennium S.A. and the combined report of the Management Board on the activity of Bank Millennium S.A. and the Bank Millennium S.A. Capital Group which includes, in particular, the sustainability reporting of Bank Millennium S.A. and the Bank Millennium S.A. Capital Group (resolution no. 2).
8. Consideration and approval of the financial report of Bank Millennium S.A. Capital Group for financial year 2024 (resolution no. 3).
9. Consideration and approval of the report of the Supervisory Board of Bank Millennium S.A. for financial year 2024, covering:
 - the results of the assessment of the combined Management Board report on the activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group, which includes, in particular, the sustainability reporting of Bank Millennium S.A. and Bank Millennium S.A. Capital Group, and the financial reports of Bank Millennium S.A. and Bank Millennium S.A. Capital Group for financial year 2024,
 - the result of the assessment of the Management Board's motion on the distribution of profit for financial year 2024, pursuant to art. 382 § 3 item 2) of the Code of Commercial Companies,
 - information, reports and evaluations required in accordance with “Corporate Governance Principles for Supervised Institutions” of the Polish Financial Supervision Authority and “Best Practice of Companies Listed on the WSE (Warsaw Stock Exchange) 2021” and “Recommendation Z” from the Polish Financial Supervision Authority including the summary of the 2024 activity of the Supervisory Board and its committees,(resolution no. 4).
10. Taking a resolution on the distribution of profit for financial year 2024 (resolution no. 5).
11. Taking resolutions in the matter of discharging Members of the Management Board of Bank Millennium S.A. and Members of the Supervisory Board of Bank Millennium S.A. from the performance of their duties in financial year 2024 (resolutions no. 6 to no. 24).

12. Taking a resolution in the matter of assessment of the remuneration policy in Bank Millennium S.A. (resolution no. 25).
13. Taking a resolution in the matter of expressing opinion regarding the Supervisory Board report on the remuneration of Members of the Bank's Management Board and Supervisory Board (resolution no. 26).
14. Taking a resolution in the matter of Policy of remuneration of the members of Management Board and Supervisory Board of the Bank (resolution no. 27).
15. Adoption of a resolution in the matter of remunerating members of the Bank's Supervisory Board (resolution no. 28).
16. Taking a resolution on the assessment of the adequacy of internal regulations concerning the functioning of the Supervisory Board and effectiveness of its activity (resolution no. 29).
17. Determination of the number of members of the Bank Millennium S.A. Supervisory Board (resolution no. 30).
18. Conducting the selection and suitability assessment of candidates for members of the Supervisory Board as well as the election of members of the Bank Millennium S.A. Supervisory Board (resolutions nos. 31 to [YY+1]*).
19. Information on the By-laws of Bank Millennium S.A. Supervisory Board (resolution no. YY+2).
20. Taking resolutions on amendments to the Articles of Association of Bank Millennium S.A. (resolutions nos. YY+3, YY+4 and YY+5).
21. Taking a resolution on the establishment of the incentive program and the rules for its implementation, the release of the reserve capital established by resolution No. 4 of the Extraordinary General Meeting of the Bank of August 27, 2019 and the creation of the reserve capital for the acquisition of shares under the incentive program (resolution no. YY+6).
22. Closing of the General Meeting.

**"YY" resolution number 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.*

Proposed amendments to the Bank's Articles of Association:

The Management Board announces the proposed amendments to the Articles of Association of Bank Millennium S.A. (draft resolution no. YY+3, YY+4, YY+5):

I.Planned changes:

[draft RESOLUTION nr YY+3]

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

„§ 31a

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

(say: three hundred million) of ordinary bearer shares with nominal value of each share of 1 PLN (one zloty) (hereinafter the "authorized capital").

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

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

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

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

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

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

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

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

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

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

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

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

[draft RESOLUTION nr YY+4]

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

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

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

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

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

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

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

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

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

[draft RESOLUTION nr YY+5]

1/ in § 17 section 2, after the sentence:

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

the following sentence is added:

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

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

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

3/ section 7 in § 18 is deleted.

II. The current wording of the Articles of Association editorial units affected by the amendments:

1/ the current wording of point 1 in § 5 section 2:

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

2/ the current wording of two initial sentences in section 2 in § 17:

“2. The Supervisory Board shall effect constant supervision over the Bank’s operations, including within the area of performance of the risk management and internal control systems, directly and via the Audit Committee and other committees of the Supervisory Board. In particular the powers of the Supervisory Board shall include deciding on:”

3/ the current wording in § 17 section 2 point 4:

“4/ selection of the chartered auditor to audit financial statements of the Bank and of the capital group,”

4/ the current wording in § 18 section 5 points 1-4:

- “1/ presenting recommendations to the Supervisory Board regarding the selection of an audit firm, monitoring financial audit activities, in particular conducting the audit entrusted to it by the audit firm, controlling and monitoring the independence of the statutory auditor and the audit firm, including in a situation where the audit firm provides services to the Bank, other than audit of financial statements,
- 2/ preparing the policy and procedure for selection of the auditing company as well as terms of provision of non-auditing services by such company and entities related to it,
- 3/ monitoring effectiveness of internal control and risk management systems as well as the process of financial reporting,
- 4/ submitting recommendations aimed at ensuring the reliability of the financial reporting process at the Bank, as well as the effectiveness of internal control systems and risk management as well as internal audit systems,”

5/ the current wording in § 18 section 2:

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

6/ the current wording in § 18 section 7:

- “7. The Strategic Committee shall in particular:
- 1/ study Macro Economy trends,
 - 2/ study new trends, developments and new solutions on banking industry,
 - 3/ analyze Bank competitive position and Benchmarking,
 - 4/ analyze and recommend long term strategy, goals and objectives for the Bank.”

Information for shareholders

The Management Board informs that only the following persons have the right to take part in the General Meeting, pursuant to art. 406¹, art. 406² and art. 406³ of the Code of Commercial Companies:

(i) persons who are the Bank’s shareholders (i.e. persons authorized under registered or bearer shares) sixteen days before the date of the General Meeting, i.e. on 11 March 2025 (day of registration of participation in the General Meeting, hereinafter: “**Registration Day**”) provided that they present to the undertaking keeping their securities account or holder of the aggregate account, on which their shares are recorded (hereinafter: “**Issuer**”), a demand to issue a registered certificate of right to take part in the General Meeting, in the period from the day of announcement of convening the General Meeting, i.e. 27 February 2025, until the first weekday after Registration Day, i.e. 12 March 2025 (hereinafter: “**Demand to Issue a Certificate**”),

(ii) pledgees and usufructuaries, who have voting rights, if setting-up in their favour of a limited property right is registered on the securities account on Registration Day, and if they presented to the Issuer the Demand to Issue a Certificate, in the period specified in point (i) above.

At the same time, in the context of the above, the Management Board notes that, from 1 March 2021, due the coming into force of regulations on obligatory dematerialization of shares of joint stock companies, the Code of Commercial Companies shall be changed so that i.a. provisions shall be revoked, which concern keeping by joint stock companies of a shares register (in which i.a. information was entered regarding persons of shareholders authorised under registered shares as well as share pledgees and usufructuaries). This means that from the 1st of March 2021 there is no possibility to take part in the General Meeting on the basis of an entry in the shares register, because the amendment of the law resulted in cessation of keeping the shares register (the Bank ceased to keep the shares register from end of the day of 28 February 2021).

Thus, shareholders who in previous years did not perform any activities in order to participate in the General Meeting due to an entry in the share register, from 1 March 2021 are obliged to perform the activities referred to in point (i) above.

The Management Board also points out that shareholders wishing to participate in the General Meeting and holding registered shares of the Bank, which remain registered in the register of the sponsor of the issue kept by the Brokerage Office of Bank Millennium S.A., should submit, within the period indicated in point (i) above, a Request to issue a Certificate to the Brokerage Office of Bank Millennium S.A., Marszałkowska 136, 00-004 Warsaw, from 10:00 a.m. to 3:30 p.m. In order to obtain detailed information on this matter, the shareholder may contact the Brokerage Office of Bank Millennium S.A. by phone (between 10:00 a.m. and 4:30 p.m.) at 801 601 601 or by e-mail: bm.pok_warszawa@bankmillennium.pl

Upon demand of the holder of rights under the Bank's shares, pledgee or usufructuary in the wording of the registered certificate of right to take part in the General Meeting, part or all of the Bank's shares, registered on the securities account, should be identified.

Based on received Demands to Issue a Certificate and issued registered certificates of right to participate in the General Meeting, the Issuer shall furnish Krajowy Depozyt Papierów Wartościowych S.A., with lists being the basis for preparation by Krajowy Depozyt Papierów Wartościowych S.A. of a list of persons authorised to take part in the General Meeting. The list received from Krajowy Depozyt Papierów Wartościowych S.A. shall be the basis for preparation by the Bank's Management Board of a list of shareholders authorised from shares as well as of pledgees and usufructuaries, who have voting rights, eligible for participation in the General Meeting.

The list of shareholders entitled to participate in the General Meeting will be prepared by the Management Board and displayed at the Bank's registered office (i.e. Stanisława Żaryna 2A Street, 02-593 Warsaw) from 09:00 a.m. to 4:30 p.m. during each of the three weekdays before the day of the General Meeting (i.e. between 24 March 2025 to 26 March 2025).

A shareholder of the Bank may request that the list of shareholders be sent to him free of charge to the electronic delivery address referred to in Article 407 § 1¹ of the CCC or by e-mail, stating the address to which the list should be sent. A shareholder may make the aforementioned request by email to the following address: wza@bankmillennium.pl

Selected rights of shareholders concerning the General Meeting

A shareholder or shareholders representing at least one twentieth of the Bank's share capital are entitled to:

(i) demand that specific matters be put on the agenda of the General Meeting; such demand should be submitted to the Management Board no later than twenty-one days before the date of the General Meeting, i.e. by 6 March 2025; it should include a draft resolution concerning the proposed item of the agenda and the grounds for the adoption thereof; the demand may be submitted by email to the following address: wza@bankmillennium.pl,

(ii) submit to the Bank before the date of the General Meeting in writing, or by email sent to wza@bankmillennium.pl, proposed resolutions concerning matters put on the agenda of the General Meeting or matters that are to be put on the agenda.

During the General Meeting each shareholder of the Bank may submit resolution proposals concerning matters that have been put on the agenda.

Manner of participation in the General Meeting and exercise of voting rights

A shareholder who is a natural person may participate in the General Meeting and exercise the voting right in person or by proxy. A shareholder other than a natural person may participate in the General Meeting and exercise the right to vote through a person authorized to make declarations of will on his behalf or through a proxy. The power of attorney should be made in writing or granted in electronic form. A power of attorney granted in electronic form does not require a qualified electronic signature. The Bank should be notified of the granting of a power of attorney in electronic form via e-mail to the address wza@bankmillennium.pl

In order to identify the shareholder granting the power of attorney, the notification on granting the power of attorney in electronic form should contain (as an attachment):

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

(ii) in the case of a shareholder other than a natural person – a copy of an excerpt from the relevant register or another document confirming the authorization of the natural person(s) to represent the shareholder at the General Meeting (e.g. an uninterrupted sequence of powers of attorney).

In case of doubt as regards the authenticity of the copies of the abovementioned documents:

(i) in the case of a shareholder who is a natural person the right shall be reserved to verify the data, which may, in particular, consist of a return question in electronic or telephone form addressed to the shareholder or proxy, while in case of doubt and according to the circumstances, other measures may be taken to verify the data; or

(ii) in the case of a shareholder other than a natural person – the right shall be reserved to demand that the proxy present the following at the time of making the attendance register the original or a copy certified as a true copy by a notary public or other entity authorized to certify as a true copy, an excerpt from the relevant register or another document confirming the authorization of the natural person(s) to represent the shareholder at the General Meeting (e.g. an uninterrupted series of powers of attorney).

In order to identify the representative, the right to request the representative to present, when drawing up the attendance list:

(i) in the case of a representative who is a natural person, the identity card, passport or other official identity document of the representative; or

(ii) in the case of a representative other than a natural person, the original or a copy certified as a true copy by a notary public or other body entitled to certify as a true copy, an extract from the relevant register or another supporting document authorization of a natural person(s) to represent a shareholder at the General Meeting (e.g. an uninterrupted sequence of powers of attorney).

The forms referred to in Article 402³ § 1 item 5 of the CCC, allowing for the exercise of voting rights by a proxy, are made available on the website of the: <https://www.bankmillennium.pl/o-banku/walne-zgromadzenia-akcjonariuszy>

The Bank does not impose an obligation to grant a power of attorney on the above form.

Please also note that in the case of the granting by a shareholder of a power of proxy with a voting instruction, the Bank will not verify whether the proxies exercise the voting rights in accordance with the instructions received from the shareholders.

In view of the foregoing, please note that the voting instruction should be delivered to the proxy only.

A shareholder has the right to ask questions concerning matters placed on the agenda of the General Meeting. A shareholder's question including a request for information concerning the Bank may be presented during the General Meeting if such a request is justified for the assessment of the matter included in the agenda. The Management Board of the Bank may provide information in writing outside the General Meeting if there are important reasons for doing so, and the information shall be provided no later than within two weeks from the date of submitting the request during the General Meeting.

The answer shall be deemed to have been given if the relevant information is available on the Bank's website in a place designated for shareholder questions and answers thereto.

Information shall be refused to be provided if provision of information could cause a harm to the Bank, affiliated company or subsidiary. Member of the Management Board shall have the right to refuse providing information if such provision could constitute grounds for his/her criminal, civil law or administrative liability.

The By-laws of the General Meeting do not provide for the possibility of exercising voting rights by correspondence.

It is not possible to: (i) participate in the General Meeting using electronic means of communication, (ii) speak during the General Meeting using means of electronic communication, (iii) exercise voting rights using electronic means of communication.

The Management Board informs that the General Meeting will be broadcast in real time, the broadcast will be public and will be conducted via the Internet. The Management Board also informs that the General Meeting deliberations will be recorded and the recording will be posted on the Bank's website.

The real-time broadcast shall be available here:

<https://www.bankmillennium.pl/o-banku/walne-zgromadzenia-akcjonariuszy>

Materials concerning the General Meeting

Pursuant to Article 395 § 4 of the CCC, documents corresponding to the contents of Management Board's report on the Bank's activity, financial report, Supervisory Board report or audit report are issued to a shareholder at the shareholder's request, which may be submitted from the date of convening the Ordinary General Meeting, i.e. from 27 February 2025. The documents shall be made available immediately, no later than within two weekdays from the date of the request. At the shareholder's request, the documents shall be made available in electronic form, including by means of electronic communication.

Subject to the provisions to Article 395 § 4 of the CCC, full text of documentation, which is to be submitted to General Meeting, including draft resolutions or, if adoption of resolutions is not foreseen, comments of the Management Board or of the Supervisory Board regarding matters included on the General Meeting agenda or matters, which are to be included on the agenda before the General Meeting date will be available only in electronic form on the Bank's website:

<https://www.bankmillennium.pl/en/about-the-bank/general-shareholders-meetings>

Registration of attendance at the General Meeting

Persons entitled to participate in the General Meeting who intend to attend in the meeting room are asked to register and get tablet half an hour before the beginning of the General Meeting.

Other information

Information on the General Meeting will be made available on the website of Bank:

<https://www.bankmillennium.pl/o-banku/walne-zgromadzenia-akcjonariuszy>

Information related to the processing of personal data by the Bank is available on the **<https://www.bankmillennium.pl/ochrona-danych>** website and on the

<https://www.bankmillennium.pl/o-banku/walne-zgromadzenia-akcjonariuszy> website.

The Management Board informs that in matters not covered by this announcement, the provisions of the CCC, the Articles of Association and the Regulations of the General Meeting shall apply, and therefore asks the Bank's shareholders to familiarize themselves with the above regulations.

If you have any further queries or doubts connected with General Meeting, please do not hesitate to contact the Bank by sending email to **wza@bankmillennium.pl**

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

Identification card – example



