Attachment to the draft Resolution No. 37 of the General Meeting

INFORMATION ON THE BY-LAWS OF THE SUPERVISORY BOARD OF BANK MILLENNIUM S.A.

This information is presented to the General Meeting with reference to item 17 of the agenda of the Ordinary General Meeting of Bank Millennium S.A. convened for March 30, 2026, which reads:
"Information on the By-laws of the Supervisory Board of Bank Millennium S.A. (resolution no. 37)."
The obligation to inform the General Meeting about the By-laws of the Bank's Supervisory Board ("By-laws") results from recommendation no. 9 contained in the Recommendation Z of the Polish Financial Supervision Authority (Recommendation Z concerns the principles of internal governance in banks and was issued in October 2020).

Recommendation no. 9 states in particular that if the by-laws of the Supervisory Board are not adopted by the General Meeting but by the Supervisory Board, the General Meeting, in accordance with the solution adopted by the bank, is informed about the adopted by-laws or approves them.

Bank Millennium adopts a solution according to which the Bank's Supervisory Board adopts its By-laws (Paragraph 14 of the Bank's Articles of Association). Therefore, in accordance with recommendation no. 9, there is an obligation to inform the General Meeting about the By-laws.

Currently, the General Meeting is informed about the By-laws due to their amendment made: 1/ on 24 February 2025 (which entered into force as of 12 May 2025) as well as 2/ of 25 July 2025. The amendments concern: 1/ § 5 section 1^1 and § 6 sections 4 and 8^1 and 2/ § 5 section 1 point 12/ and § 6 section 7 and consist of:
1/ (i) adding a provision stating that when undertaking supervisory activities, the Supervisory Board takes into account macroeconomic trends, as well as the Bank's competitive position and benchmarking; (ii) deletion of the provision according to which the Strategic Committee is one of the standing committees of the Supervisory Board and deletion of the editorial unit defining the competences of the Strategic Committee (changes made as a result of relevant amendments to the Bank's Articles of Association);
2/ (i) adding a provision regarding the competence of the Supervisory Board to select an audit firm for attestation of the sustainability reporting of the Bank and the Capital Group, as well as (ii) adding provisions regarding the competence of the Audit Committee of the Supervisory Board with respect to sustainable development reporting (the introduction of these changes to the By-laws updated their wording to the relevant provisions in this respect introduced to the Bank's Articles of Association in connection with changes in the law).

(the obligation resulting from recommendation no. 9 to inform the General Meeting about the By-laws of the Supervisory Board was also previously implemented at the General Meetings of Bank Millennium S.A., whenever these By-laws have been amended).

In performance of the above obligation, the By-laws of the Supervisory Board of Bank Millennium S.A. in the current wording are presented in attachment to the General Meeting of Bank Millennium S.A.

Appendix
to the "*Information on the By-laws of the Supervisory Board of Bank Millennium S.A."* – current text of the By-laws of the Supervisory Board of Bank Millennium S.A.

Translation from Polish

BYLAWS of THE SUPERVISORY BOARD

of Bank Millennium S.A.

Text determined in the Resolution of the Supervisory Board No. 56/2025 dated 25 July 2025

BYLAWS

of Bank Millennium S.A. SUPERVISORY BOARD

§ 1

The Supervisory Board is the permanent body exercising the supervision over the activity of the Bank.

§ 2

1. The Supervisory Board acts under the provisions of law, the Bank's Articles of Association, resolutions passed by the General Meeting, hereinafter also referred to as the General Meeting of Shareholders, and the Bylaws.

2. The Board exercises supervision over the affairs of the Bank while being guided when performing this supervision by due care for proper and secure operations of the Bank, and – as its individual members – by impartial assessment and judgment.

§ 3

During the first Meeting, the Members of the Supervisory Board appoint among themselves the Chairman, Deputy Chairmen and the Secretary of the Supervisory Board.

§ 4

The first meeting of the Supervisory Board shall be convened within 14 days after its appointment, at the latest, by the Chairman of the General Meeting of Shareholders who chairs this meeting until the appointment of the Chairman, Deputy Chairmen and the Secretary of the Supervisory Board is made.

§ 5

1. The powers of the Supervisory Board, includes in particular the following:
   1/ definition of number of Members of the Management Board,
   2/ appointment and dismissal of the Chairman, Deputy Chairmen and Members of the Management Board of the Bank, whereas in the event of incomplete composition of the Management Board during the term of office, the Supervisory Board should undertake reasonable actions to fill in the vacancy or the makeup of the Management Board should be re-defined,
   3/ definition of remuneration of the Members of the Management Board,
   3¹/ approving the internal division of competences in the Management Board, defined by the Management Board,
   4/ approval of long-term development programmes of the Bank, annual economic and financial plans for the activity of the Bank,
   5/ approval of motions lodged by the Management Board concerning the participation of the Bank in another bank, enterprise or other organizational unit as its shareholder, issuing bonds or other securities, as well as acquisition, encumbrance and sale by the Bank of real property, perpetual usufruct or share in the real property of the value exceeding 30% of the share capital, each time,
   6/ approval of the Management Board's operations bylaws,
   7/ approval of the motions lodged by the Management Board concerning establishment and liquidation of foreign operational branches of the Bank,
   8/ without delay convocation of Ordinary General Meeting, if the Management Board does not convene it within the term identified in the effective laws or the Articles of Association, and Extraordinary General Meeting, if the Supervisory Board finds convocation thereof advisable,

9/ issue of opinions on all and any motions and problems requiring resolutions of the General Meeting of Shareholders,
10/ cases submitted for the powers of the Supervisory Board in the resolutions of the General Meetings,
11/ issuing normative acts referred to in the Articles of Association, whose issue is reserved for the Supervisory Board and approval of normative acts upon the motion of the Management Board, including the regulations on the establishment and allocation of the provisions for general risk to cover the risks connected with conducting of the banking activity,
12/ appointment of an audit firm for examining financial statements of the Bank and the Capital Group and selection of an audit firm for attestation of the sustainability reporting of the Bank and the Capital Group,
13/ annual submission to the General Meeting of a concise evaluation of the Bank's standing,
14/ adoption of the uniform text of the Articles of Association, unless the General Meeting of Shareholders resolves otherwise,
15/ suspension – for material reasons – of individual or all Members of the Management Board and delegation of Members of the Supervisory Board to perform temporarily tasks of Members of the Management Board, who are not able to perform their function,
16/ consent for paying out by the Management Board to the Shareholders an advance against the expected end-of-financial-year dividend,
17/ pronouncing opinions concerning transactions with entities related to the Bank, which – pursuant to the Bank's internal regulations – are qualified as transactions materially influencing the financial or legal situation or lead to acquisition or sale or disposal otherwise of major assets,
18/ expressing - in cases required under the Act on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organised Trading as well as Public Companies - consent for the Bank to conclude with its associated entity a material transaction in the meaning of this Act,
19/ deciding on matters provided for by effective laws and supervisory regulations to be subject to sole authority of the bank's supervisory board.

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

2. Supervisory Board may appoint an advisor to the supervisory board within the meaning of the Code of Commercial Companies, as well as may request the Management Board to appoint a selected external entity to carry out specific analyses or to acquire its opinion on specific matters if it is necessary to ensure effective and proper performance of supervision.

§ 6

1. The Supervisory Board conducts its activities collectively. In the event of incomplete composition of the Supervisory Board, the Supervisory Board shall reorganise in order to ensure effectiveness of its activity. The realisation of the specific activities embodied in the powers of the Supervisory Board may be transferred, by the appointment of the Supervisory Board, on the particular Members of the Supervisory Board individually – on one person or several persons jointly.

2. The delegation to realise an activity individually may be of a permanent character.

3. The Supervisory Board may set up permanent or *ad hoc* committees for conducting specified tasks. Setting up of specialized or monitoring committees, namely regarding corporate governance and sustainability, may also be recommended by the Supervisory Board to the Management Board.

3[1]. Committees operate on the basis of by-laws adopted by them, approved by the Supervisory Board. The by-laws specify in particular the scope of activities performed and the organization of work. The committee of the Supervisory Board should provide the Supervisory Board with information on its supervisory actions taken and on their results at least once in each quarter of the financial year. Also in the period between committee meetings, the chairman or secretary of the committee may provide the Supervisory Board, on behalf of the committee, with information on the status of the committee's work, including the supervisory activities undertaken by the committee and on their results, at a given time.

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

5. Most Members of the Audit Committee, including its Chairman, are independent from the Bank. Members of the Committee have knowledge and skills in the financial (banking) sector, while at least one Member of the Committee has knowledge and skills as regards accounting or auditing financial statements.

6. The Audit Committee meets ordinarily, at least once a quarter and, extraordinarily, whenever convened by the Chairman of the Supervisory Board, at his/her own initiative or at the request of any Member of the Supervisory Board or Management Board, filed with the Chairman of the Supervisory Board. The function of the Chairman of the Supervisory Board should not be combined with leading the works of the Audit Committee.

7. To the extent permitted by law, the tasks of the Audit Committee include, in particular:
   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 the auditing company 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,
   5/ moving to the Supervisory Board that it requests the Management Board to assign funds or other means necessary for performance of activities by the Audit Committee,
   6/ approving own internal regulations.

8. The Personnel Committee, in particular:
   1/ assesses the candidates for Members of the Banks' Management Board,
   2/ establishes the terms of employment for newly appointed Members of the Bank’s Management Board,
   3/ negotiates changes in the terms of employment for the Members of the Bank's Management Board,
   4/ with reference to Members of the Management Board, defines evaluation criteria, performs work assessment (with consideration of the Policy of variable components of remuneration of persons in management positions) and establishes yearly bonuses,

5/ establishes the terms of cessation of employment of the Members of the Bank's Management Board,
6/ gives opinions and monitors remuneration policy, and also supports the Bank's bodies as regards shaping and implementing this policy, pronounces an opinion on policy on variable remuneration components and, in addition, based on reports about payments made, issues recommendations with regard to:
- amount and components of remunerations, taking into account prudent and stable risk, capital and liquidity management and the long-term well-being of the Bank,
- variable remuneration of persons in management positions in the Bank, connected with risk management and maintaining compliance of the Bank's operation with legal and internal regulations.

8[1] (repealed)

8[2]. The competencies of the Committee for Risk Matters comprise tasks specified for such a committee in the Banking Law, in particular:
1/ providing opinions on the Bank's overall current and future risk appetite,
2/ issuing opinions on the risk management strategy in the Bank's operations developed by the Management Board and the information on the implementation of this strategy submitted by the Management Board,
3/ supporting the Supervisory Board in supervising the implementation of the risk management strategy in the Bank's operations by senior management,
and competencies assigned to it in other legal regulations binding banks and in supervisory recommendations implemented by the Bank.

9. Selection by the Supervisory Board of a different entity performing the function of the chartered auditor than that recommended by the Audit Committee should be justified in detail. The information on the selection of the entity performing the function of the chartered accountant with justification should be included in the annual report.

§ 7

The provisions of § 6 sections 2 and 3 do not apply to other than supervisory activities executed by the Supervisory Board.

§ 8

The remuneration policy for the Members of the Supervisory Board and the amount of their remuneration for their functions on the Board shall be determined by the General Meeting, taking into account the relevant regulatory requirements. The Members of the Supervisory Board delegated by the Supervisory Board for the realisation of individual supervision, are entitled to a separate remuneration set by the Supervisory Board. The Members of the Supervisory Board are entitled to the reimbursement of travel expenses from the place of residence to the place where the Supervisory Board holds its meetings as well as cost of accommodation.

§ 8[1]

1. A Member of the Supervisory Board should have knowledge, skills and experience appropriate for the function performed and the duties entrusted, and warrant due performance of duties entrusted to him/her, having reputation deemed by the financial community to be required to perform functions of this type. Suitability assessment and verification of fulfilment of the above criteria shall be in keeping with the regulatory requirements and policy on selection and assessment of suitability of the Supervisory Board Members, as adopted by the GSM, as well as by continuous self-evaluation by the Member of the Supervisory Board and assessment, as issued in this respect by the Supervisory Board in its annual report on activities.

1[1]. Member of the Supervisory Board should, in the performance of his/her duties, exercise diligence resulting from the professional nature of his/her activities and maintain loyalty to the Bank.

2. Member of the Supervisory Board should perform his/her function in an active manner, manifesting the necessary level of involvement in the work of the Board, while this level shall be manifested in dedicating sufficient time to properly perform tasks assigned to the Board. The remaining professional activity of the Member of the Supervisory Board may not be detrimental to the quality and efficiency of the exercised supervision.

3. Member of the Supervisory Board should refrain from undertaking professional or non-professional activity which could lead to the occurrence of a conflict of interest or otherwise have an adverse impact upon his/her reputation as a Member of the Supervisory Board of the Bank. A conflict of interest occurs in particular in the event of a clash of interest referred to in Article 377 (in conjunction with Article 388 § 5) of the Code of Commercial Companies, as well as in the circumstances indicated in the conflict of interest policy referred to in section 4.

4. In case of materialisation of the conflict of interest (or the possibility of its occurrence), which relates:
   a) to the Chairman of the Supervisory Board of the Bank – he/she should notify on it the Member of the Supervisory Board, who is an independent Member (in the meaning of proper legal regulations) and the Secretary of the Supervisory Board,
   b) to Member of the Supervisory Board other than the Chairman – he/she should notify on it the Chairman and Secretary of the Supervisory Board.

   Moreover, a person who identified materialization of the conflict of interest or the possibility of its occurrence, which relates to him/her, shall inform about it also the Compliance Department, and refrains from taking decision and giving binding opinion influenced by the conflict (principle of exclusion of Member of the Supervisory Board of the Bank from voting). Detailed requirements and rules of procedure in the area of identification and manner of managing situation potentially constituting conflicts of interests are provided for in the conflict of interest policy as adopted in the Bank.

§ 9

1. The meetings of the Supervisory Board shall be convened by its Chairman in compliance with the provisions of the Bank's Articles of Association, giving in the invitation the scheduled timing (date and hour), place and the proposed agenda of the debates and the way of use of means of distance communication during the meeting. In absence of the Chairman, the Deputy Chairman or the Secretary of the Supervisory Board conduct the above activities.

2. The Chairman of the Supervisory Board is obliged to convene the meeting of the Supervisory Board if the motion of this type is lodged by the Management Board of the Bank or a Member of the Supervisory Board.

3. The meeting of the Supervisory Board is held within two weeks of the date of lodging the motion.

4. The meetings of the Supervisory Board shall be held on the dates set by the Supervisory Board, at least once in each quarter of the financial year.

5. Meetings of the Supervisory Board are chaired by its Chairman, or in his absence by the Deputy Chairman or the Secretary.

6. The Chairman of the Supervisory Board or acting in his absence the Deputy Chairman or Secretary, organise the works of the Supervisory Board in a way enabling expressing and discussing dissenting views in discussion, based on sound discernment of the situation.

§ 10

1. The notice in writing on the convocation of the Supervisory Board meeting should be delivered to all its Members at least 7 days before the date of the meeting. In justified cases the Chairman may set a shorter period of notice. The written form of the notification is deemed to be kept also when the notification is sent electronically to the address submitted in writing by Member of the Supervisory Board to the Chairman, Deputy Chairman or Secretary of the Supervisory Board.

2. In emergency events, the Chairman of the Supervisory Board may convene the meeting irrespectively of the form and term of the notice set forth in section 1, informing all its Members of the meeting.

3. Along with the notice, the proposed meeting agenda shall be delivered. Information materials regarding matters included in the agenda should be delivered in advance. The manner of delivery of the information materials should ensure protection of their confidentiality.

4. The Chairman of the Supervisory Board or acting in his absence the Deputy Chairman or Secretary, oversee the meeting course and, in particular, are responsible for efficiency of discussions and consistency with relevant regulatory requirements.

5. Motions submitted to the Supervisory Board for consideration should be adequate to requirements related to the case under the motion, complete, clear and contain up-to-date information.

6. Motions and notifications submitted by persons responsible for risk management in the Bank are considered at the next meeting of the Supervisory Board.

§ 10^1

1. The Supervisory Board informs the Polish Financial Supervision Authority forthwith about placing in the agenda of the Supervisory Board meeting a point concerning:
   a) recalling the Chairman of the Management Board,
   b) recalling the Member of the Management Board supervising the management of material risk in the operations of the Bank or assigning his duties to another Member of the Management Board, providing with this information the justification for the motion in this regard.

2. Processing by the Supervisory Board of the motions referred to in section 1 should include the possibility for the Polish Financial Supervision Authority to comment on the matter within a reasonable period of time, before the final decision of the Supervisory Board on the motion.

§ 11

1. The resolutions of the Supervisory Board shall be valid provided that at least half of the Members of the Supervisory Board are present, including its Chairman or the Deputy Chairman.

2. The Members of the Supervisory Board may take part in the adoption of the Supervisory Board's resolutions by casting their ballots through intermediation another Member of the Supervisory Board. The casting of the ballot shall not apply to matters introduced to the agenda in the course of the Supervisory Board meeting.

3. The Members of the Supervisory Board may participate in the meeting of the Supervisory Board also by use of means of direct telecommunication, in particular with the intermediation of the videoconference or teleconference connections. The adoption of resolutions in this manner is feasible, provided all the Members of the Supervisory Board have been informed about the contents of the draft resolution.

4. Resolutions of the Supervisory Board shall be passed by an ordinary majority of votes cast. In the event of an equal number of votes, the vote of the Chairman of Supervisory Board shall prevail.

5. 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 attending the meeting objects to it.

6. 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.

§ 12

Without holding Supervisory Board meeting, resolutions may be adopted in writing as well as with use of means of distance communication (adoption of Resolutions by circulation) if all the 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 in adopting the resolution. In the event of an equal number of votes, the vote of the Chairman of the Supervisory Board prevails. The written form of voting is preserved also in the event of forwarding the decision by personal e-mail.

§ 13

1. The draft of a resolution being adopted in the circulation procedure shall be distributed by the Chairman, Deputy Chairman or Secretary of the Supervisory Board, or by authorized person, to all Members of the Supervisory Board.

2. The Members of the Supervisory Board shall submit to the Chairman, Deputy Chairman or Secretary of the Supervisory Board, or to authorized person who distributed draft resolution, their statement on backing (vote “for”) or no-backing (vote “against”) for the draft resolution.

3. In the event of adopting a resolution in the circulation procedure, the resolution document shall be signed by the Members of the Supervisory Board during the next meeting held by the Supervisory Board.

4. Information on the resolutions adopted in the circulation procedure and manner of voting shall be included in the minutes of the meeting of the Supervisory Board held subsequently after their adoption.

§ 14

1. The minutes of the meetings of the Supervisory Board shall be kept. Minutes shall be made, in written form or on durable data carrier, in the Polish language and translate into English. The minutes shall comply with the regulatory requirements and include at least:
   - names and surnames of those present during the meeting, as well as those participating in voting,
   - agenda,
   - description of the course of the discussion,
   - decisions made,
   - wording of the resolutions passed,

- voting results,
- objections and dissenting opinions (with possible justification) of the Members of the Supervisory Board (in case of giving opinion on transactions with related parties - with justification of the declarant), with reference to resolutions passed, provided they are presented within 14 days from the meeting,
- comments that have not been taken into account with the reasons for not taking them into account.

2. Members of the Supervisory Board may view and submit comments or a dissenting opinion to the Minutes prior to their authentication. The adoption of the minutes should be considered by the Supervisory Board at its next meeting, unless the period between Supervisory Board meetings is particularly short. In such a case, the minutes may be approved not at the next (forthcoming) but at the another subsequent meeting of the Supervisory Board. Minutes and resolutions are signed, with handwritten or electronic signature, by all the Members of the Supervisory Board present during the meeting, without undue delay after the meeting at which the minutes were adopted.

3. The Management Board of the Bank keeps the minutes, resolutions and the documentation of the Supervisory Board meetings. Electronic documents are saved on a durable electronic medium.

4. For the purpose of preparing draft minutes, sound and image of the Supervisory Board meeting may be recorded. A record created as a result of such registration shall be deleted immediately after signing the minutes of the meeting covered by the registration.

§ 15

1. Meetings of the Supervisory Board are attended by the Members of the Management Board of the Bank as well as other persons invited by the Chairman of the Supervisory Board or the Chairman of the Management Board – depending on the needs.

2. The Chairman of the Supervisory Board may order the proceeding of a meeting without the presence of the persons beyond the Supervisory Board.

§ 16

Draft activity plans and statements on the activity are prepared by the Secretary of the Supervisory Board. He also exercises stand-alone supervision over the realisation of the resolutions of the Supervisory Board by the Management Board.

§ 17

1. The Members of the Supervisory Board are obliged to keep secret the confidential and classified information as required by the law in force, in particular the information covered by the bank secrecy as well as the business secrecy of the Bank and its subsidiaries or affiliates.

3. The Members of the Supervisory Board shall not use any information to which they have access when performing their corporate duties to any purpose contrary to the Bank’s interest.

3. The member of the Supervisory Board may not disclose the Bank's secrets, even after the expiry of the mandate.