

All below draft resolutions are translations from Polish language

DRAFT

RESOLUTION NO. 1

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
in the matter of electing Chairperson of the General Meeting

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

Justification:

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

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RESOLUTION NO. 2

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
in the matter of approval for financial year 2023: 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 2023 containing:
 - a/ profit and loss account for the period from 1 January do 31 December 2023 showing a profit of PLN 510 259 thousand;
 - b/ total income report for the period from 1 January do 31 December 2023 showing a profit of PLN 1 209 770 thousand;
 - c/ balance sheet prepared as of 31 December 2023, which on the assets and liabilities side shows the total of PLN 124 887 757 thousand;
 - d/ statement on changes in equity from 1 January do 31 December 2023;
 - e/ cash flow account for the period from 1 January do 31 December 2023 showing an increase of net cash flow by the sum of PLN 4 165 324 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 2023;
- 3/ combined ESG Report of Bank Millennium S.A. and Bank Millennium S.A. Capital Group on financial year 2023.

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 2023, combined Management Board Report on the activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group in financial 2023, combined ESG report of Bank Millennium S.A. and Bank Millennium S.A. Capital Group for financial year 2023 and the Management Board motion on the distribution of profit for financial year 2023 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 2023.

The financial report of Bank Millennium S.A. Capital Group for financial year 2023 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 2023.

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, 2023.

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.

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RESOLUTION NO. 3

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
in the matter of approving the financial report of the Bank Millennium S.A. Capital Group
for financial year 2023

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 2023 containing:

- a/ consolidated profit and loss account for the period from 1 January do 31 December 2023 showing a profit of PLN 575 717 thousand;
- b/ consolidated total income report for the period from 1 January do 31 December 2023 showing a profit of PLN 1 400 489 thousand;
- c/ consolidated balance sheet prepared as of 31 December 2023, which on the assets and liabilities side shows the total of PLN 125 520 004 thousand;
- d/ statement on changes in consolidated equity from 1 January to 31 December 2023;
- e/ consolidated cash flow account for the period from 1 January do 31 December 2023 showing an increase of net cash flow by the sum of PLN 4 268 258 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 2023 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, 2023.

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 2023.

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.

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RESOLUTION NO. 4

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
in the matter of approving the annual report of the Supervisory Board for the financial year 2023

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

§ 1

The Ordinary General Meeting approves the report with the meaning of art. 382 § 3 item 3 of the Code of Commercial Companies of the Supervisory Board of Bank Millennium S.A. ("Supervisory Board") for the financial year 2023 covering:

- A summary of the 2023 activity of the Supervisory Board and its committees: Audit Committee, Personnel Committee, Strategic Committee and Committee for Risk Matters, in accordance with principle 2.11.2 of “Best Practice of Companies Listed on the WSE 2021” (“Best Practice”) adopted on 29 March 2021 by the Supervisory Board of the Stock Exchange in Warsaw (“WSE”), as well as the Supervisory Board’s motion for the General Meeting to grant discharge to the Members of the Bank’s bodies in regard of the performance of their duties in financial year 2023,
- Information on the composition of the Supervisory Board and its committees (principle 2.11.1. of Best Practice),
- The results of the assessment of the combined Management Board report on the activities of Bank Millennium S.A. and Bank Millennium S.A. Capital Group, 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 2023, pursuant to article 382 § 3 item 1 and article 382 § 3¹ item 1 of the Code of Commercial Companies,
- The result of the assessment of the Management Board's motion regarding the distribution of profit for the financial year 2023, pursuant to art. 382 § 3 item 2 and art. 382 § 3¹ item 1 of the Code of Commercial Companies,
- The assessment of the Bank's situation, taking into account the adequacy and effectiveness of the internal control systems, risk management, ensuring compliance of activities with standards or applicable practices and internal audit (pursuant to article 382 § 3¹ 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),
- The assessment of the implementation by the Bank's Management Board of the requirements referred to in article 380¹ of the Code of Commercial Companies (pursuant to article 382 § 3¹ item 3 of the Code of Commercial Companies,

- The Assessment of the manner of preparing or submitting to the Supervisory Board by the Management Board information, documents, reports or explanations requested in accordance with the procedure specified in art. 382 § 4 of the Code of Commercial Companies (pursuant to art. 382 § 3¹ item 4 of the Code of Commercial Companies),
- Information on the total remuneration due from the Bank for all audits commissioned by the Supervisory Board during the financial year 2023 in accordance with the procedure specified in article 382¹ of the Code of Commercial Companies (pursuant to article 382 § 3¹ item 5 of the Code of Commercial Companies),
- Report on the evaluation of the functioning of the remuneration policy at Bank Millennium S.A., in accordance with § 28 point 3 of the Principles,
- The Assessment of the application of: (i) the Principles (in accordance with § 27 of the Principles), (ii) the corporate governance principles and the manner of fulfilling the disclosure obligations concerning their application set out in the WSE Rules and regulations on current and periodic information published by issuers of securities (rule 2.11.4. of Best Practice), and (iii) “Recommendations Z” from the Polish Financial Supervision Authority, together with information on the actions taken by the Supervisory Board to make this assessment,
- Assessment of the justification of expenditures incurred by the Bank and the Bank Group to support culture, sport, charitable institutions, media, social organizations, trade unions and similar purposes (principle 2.11.5. of Best Practice),
- Information about the extent of diversity policy implementation with respect to the Management Board and the Supervisory Board (Principle 2.11.6. of Best Practice),
- Information on the number of meetings and attendance at Supervisory Board meetings in 2023.

§ 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 2023, combined report of the Management Board from the activity of the Bank and the Bank's Capital Group in financial year 2023, combined ESG report of Bank Millennium S.A. and Bank Millennium S.A. Capital Group for financial year 2023 and the Management Board motion on the distribution of profit for financial year 2023 were examined by the Supervisory Board, in the mode required by law.

The Supervisory Board recognized 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 2023 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”.

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RESOLUTION NO. 5

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
on the distribution of profit for financial year 2023

Pursuant to art. 395 § 2 item 2 and art. 347 of the Code of Commercial Companies and § 8 sect. 1 item 2, § 36 and § 37 of the Bank's Articles of Association, the Ordinary General Meeting resolves as follows:

1. To distribute the profit of Bank Millennium S.A. for the financial year ending on 31 December 2023 in the amount of 510 259 398,40 PLN, the Ordinary General Meeting shall allocate the whole amount to the reserve capital.
2. The Resolution shall come into force as of the day of its adoption.

Justification:

Taking into account the fact that in the Recovery Plan and the Capital Protection Plan, the Bank adopted the assumption that no dividend would be paid from the 2023 profit, as well as taking into account the recommendation of the Polish Financial Supervision Authority formulated in the letter of 22 February 2024 regarding the non-payment of dividends, the Management Board of the Bank proposes to the General Meeting to retain the entire net profit generated in 2023 in the Bank's own capitals. The Supervisory Board recommended to the General Meeting to adopt the Management Board's motion.

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 2023 and recommends granting discharge for all Management Board Members of the Bank in regard of the performance of their duties in 2023.

DRAFT

RESOLUTION NO. 6

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
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 2023

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 1.01.2023 till 31.12.2023.

DRAFT

RESOLUTION NO. 7

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
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 2023

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 1.01.2023 till 31.12.2023.

DRAFT

RESOLUTION NO. 8

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
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 2023

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 1.01.2023 till 31.12.2023.

DRAFT

RESOLUTION NO. 9

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
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 2023

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 1.01.2023 till
31.12.2023.

DRAFT

RESOLUTION NO. 10

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
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 2023

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 1.01.2023 till
31.12.2023.

DRAFT

RESOLUTION NO. 11

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
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 2023

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
1.01.2023 till 31.12.2023.

DRAFT

RESOLUTION NO. 12

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
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
2023

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 1.01.2023 till
31.12.2023.

Justification for draft resolutions no 13 - 24:

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

DRAFT

RESOLUTION NO. 13

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
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 2023

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 1.01.2023 till 31.12.2023.

DRAFT

RESOLUTION NO. 14

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
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 2023

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 1.01.2023 till 31.12.2023.

DRAFT

RESOLUTION NO. 15

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
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 2023

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders resolves to grant discharge to Mr. Dariusz Rosati - Deputy Chairman and Secretary of the Supervisory Board of Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2023 till 31.12.2023.

DRAFT

RESOLUTION NO. 16

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
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 2023

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 1.01.2023 till 31.12.2023.

DRAFT

RESOLUTION NO. 17

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
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 2023

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8
sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders
resolves to grant discharge to Ms. Anna Jakubowski – Member of the Supervisory Board of Bank
Millennium S.A., in regard of the performance of her duties for the period from 1.01.2023 till
31.12.2023.

DRAFT

RESOLUTION NO. 18

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
in the matter of granting discharge to Mr. Grzegorz Jędrzys - Member of the Supervisory Board
of Bank Millennium S.A., in regard of the performance of his duties in financial year 2023

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 Jędrzys – Member of the Supervisory Board of Bank
Millennium S.A., in regard of the performance of his duties for the period from 1.01.2023 till
31.12.2023.

DRAFT

RESOLUTION 19

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
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 2023

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8
sect. 1 item 3 of the Bank's Articles of Association of Bank, the Ordinary General Meeting of
Shareholders resolves to grant discharge to Mr. Alojzy Nowak – Member of the Supervisory
Board of Bank Millennium S.A., in regard of the performance of his duties for the period from
1.01.2023 to 31.12.2023.

DRAFT

RESOLUTION NO. 20

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
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 2023

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8
sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders
resolves to grant discharge to Mr. José Miguel Bensliman Schorcht da Silva Pessanha – Member
of the Supervisory Board of Bank Millennium S.A., in regard of the performance of the duties for
the period from 1.01.2023 till 31.12.2023.

DRAFT

RESOLUTION NO. 21

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
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 2023

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 1.01.2023
till 31.12.2023.

DRAFT

RESOLUTION NO. 22

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
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 2023

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 1.01.2023 till
31.12.2023.

DRAFT

RESOLUTION NO. 23

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
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
2023

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8
sect. 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting of Shareholders
resolves to grant discharge to Ms. Olga Grygier-Siddons – Member of the Supervisory Board of
Bank Millennium S.A., in regard of the performance of his duties for the period from 1.01.2023
till 31.12.2023.

DRAFT

RESOLUTION NO. 24

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
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
2023

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 1.01.2023 till
31.12.2023.

DRAFT

RESOLUTION NO. 25

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
in the matter of performing the assessment of the remuneration policy at Bank Millennium S.A.

With reference to § 28 sect. 3 and 4 of the „Principles of the Corporate Governance for Supervised
Institutions”, adopted by the Polish Financial Supervision Authority on 22.07.2014, the Ordinary
General Meeting resolves as follows:

§ 1

The Ordinary General Meeting, based on information included in (i) presented to General
Meeting the report of Supervisory Board from assessment of the performance of the remuneration
policy at Bank Millennium S.A. (ii) the combined Management Board report on the activity of
Bank Millennium S.A. and Bank Millennium S.A. Capital Group in 2023, (iii) the combined ESG
report of Bank Millennium S.A. and Bank Millennium S.A. Capital Group for financial year 2023,
concludes that the remuneration policy employed at Bank Millennium S.A. is conducive to the
development and security of the Bank' activity.

§ 2

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

Justification:

*Pursuant to the contents of § 28 sect. 4 of „Principles of the Corporate Governance for Supervised
Institutions” (“Principles”) 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 constitute: prepared by Supervisory Board and presented to General Meeting
report from assessment of the performance of the remuneration policy at Bank Millennium S.A.
as well as information contained in combined Management Board report on the activity of Bank
Millennium S.A. and Bank Millennium S.A. Capital Group in 2023.*

*The wording of the relevant provisions of § 28.3 and 28.4 of the Principles is as follows: "3. The
supervisory authority prepares and submits to the decision-making body once a year a report on
the assessment of the functioning of the remuneration policy in the supervised institution. 4. The
decision-making body shall assess whether the remuneration policy is conducive to the
development and security of the supervised institution's operations."*

RESOLUTION NO. 26

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
in the matter of expressing the opinion on the Supervisory Board report
on the remuneration of Members of the Bank's Management Board and Supervisory Board

Pursuant to art. 395 § 2¹ 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 § 2¹ 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 § 2¹ of the Code of Commercial Companies.

The report on remuneration contains comprehensive information on remuneration components of Supervisory Board and Management Board of the Bank, presented in a transparent way. In addition 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).

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RESOLUTION NO. 27

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
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. 26 of 30 March 2023 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. 26 of 30.03.2023 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. 26 of the General Meeting of 30.03.2023. The changes in the currently submitted draft Policy, compared to the document adopted by the General Meeting in 2023, are as follows:

- 1) Alignment of the assessment forms used by the Bank with the PFSA Methodology.*
- 2) Clarification of the role of the Personnel Committee in the evaluation process,*
- 3) Clarification of the assessment criteria and handling of the assessment results.*

The need to update the Policy comes from the need to ensure that the Policy is fully compliant with the aforementioned legislation.

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RESOLUTION NO. 28

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
on the assessment of the adequacy of internal regulations concerning the functioning of the
Supervisory Board and effectiveness of its activity

Acting on the basis of Recommendation Z (recommendation No. 8.9) on internal governance in banks, issued by the Polish Financial Supervision Authority pursuant to Resolution No. 289/2020 of 9 October 2020, the Ordinary General Meeting hereby resolves as follows:

§ 1

Ordinary General Meeting, taking into account:

1. Resolution of the Supervisory Board on the self-assessment of the adequacy of internal regulations concerning the functioning of the Supervisory Board and the effectiveness of the Supervisory Board's operations ("**Resolution of the Supervisory Board**"),
2. a list of regulations concerning the functioning of the Supervisory Board, available on the Bank's website, the content of which constitutes a trade secret,
3. the content of the Bank's internal regulations available on the Bank's website, in particular the Articles of Association and Bylaws of the Supervisory Board of the Bank,
4. Annual Report of the Supervisory Board of Bank Millennium S.A. for the financial year 2023,
5. Legal opinion of an external advisor on the assessment of the internal regulations of Bank Millennium S.A. concerning the functioning of the Supervisory Board in terms of their adequacy, within the meaning of Recommendation Z,

assesses that the internal regulations concerning the functioning of the Supervisory Board are adequate and ensure that the Supervisory Board is able to act effectively, and the actions taken by the Supervisory Board in 2023 were effective and efficient.

§ 2

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

Justification:

The resolution of the General Meeting, covered by this draft, is required by Recommendation Z No. 8.9 of the Polish Financial Supervision Authority, according to which "The adequacy of internal regulations concerning the functioning of the supervisory board and the management board and the effectiveness of the functioning of these bodies should be regularly self-assessed and assessed by the supervisory board – with respect to the management board, and with respect

to the supervisory board – by the general meeting (meeting of representatives). The assessment can be carried out with the support of external advisors.”.

Information on the way of implementation of the above recommendation Z No. 8.9 in banks was provided in the PFSA's Position of 31.03.2023, the content of which is made available by the Bank in connection with the convening of the Bank's General Meeting for 27.03.2024.

The resolution of the Supervisory Board on self-assessment, indicated in the content of the resolution no. 28 of the General Meeting being here justified, is published by the Bank, in connection with the convening of the General Meeting, together with the legal opinion of the external advisor referred to in Resolution No. 28 of the General Meeting.

The list of regulations referred to in § 1 section 2 of Resolution No. 28 of the General Meeting includes:

- a) By-laws of participation in meetings of the Supervisory Board with the use of means of distance communication,*
- b) Bylaws of Supervisory Board Audit Committee,*
- c) Bylaws of Supervisory Board Committee for Risk Matters,*
- d) Bylaws of Personnel Committee of Supervisory Board,*
- e) Bylaws of Supervisory Board Strategic Committee,*
- f) The Bank's internal regulations in terms of counteracting money laundering and terrorist financing,*
- g) Organisational Bylaws of Bank Millennium S.A.*
- h) Principles and Guidelines on Managing Information Subject to Current Reporting, including Inside Information,*
- i) Training rules for Members of the Supervisory Board and Management Board of Bank Millennium S.A.*

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RESOLUTION NO. 29

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
in the matter of informing the General Meeting about the By-laws of the Supervisory Board of
Bank Millennium S.A.

With reference to:

- Recommendation No. 9 contained in the Recommendation Z of the Polish Financial Supervision Authority regarding the principles of internal governance in banks, according to which the General Meeting is informed about the adopted by-laws of the supervisory board,
- the amendment adopted by the Supervisory Board on 24.07.2023 to the By-laws of the Supervisory Board of Bank Millennium S.A.,

The Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting of the Bank acknowledges the "*Information on the By-laws of the Supervisory Board of Bank Millennium S.A.*", constituting an attachment to this resolution.

§ 2

The resolution shall enter into force on the date of its adoption.

Justification:

The obligation to inform the General Meeting about the By-laws of the Bank's Supervisory Board results from recommendation no. 9 contained in the Recommendation Z of the Polish Financial Supervision Authority regarding the principles of internal governance in banks issued in October 2020. The above recommendation states that:

"In view of the responsibility of the general meeting (...) for supervising the performance of tasks by the Supervisory Board, if the By-laws of the Supervisory Board are not adopted by the general meeting (...) but by the supervisory board, the general meeting (...), pursuant to the solution adopted by bank, shall be informed about the adopted By-laws or approve them."

In connection with the amendment to the By-laws of the Bank's Supervisory Board made by the Supervisory Board on 24 July 2023, it is purposeful to inform the General Meeting about the wording of this document after the change.

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RESOLUTION NO. 30

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
in the matter of amending the Bank's Articles of Association in the scope introducing the possibility of issuing capital bonds and in the scope of authorizing the Management Board in the manner referred to in art. 454¹ § 2 of the Commercial Companies Code

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

§ 1

The following changes are introduced in Bank's Articles of Association:

1/ the sentence in § 5 sec. 3 which reads:

"3. The Bank may issue bonds, including convertible bonds and bonds with pre-emptive rights."

shall read as follows:

"3. The Bank may issue bonds, including convertible bonds, bonds with pre-emptive rights and capital bonds, including those convertible into shares of the Bank."

2/ § 10 shall read as follows:

"Subject to cases described in Code of Commercial Companies, the General Shareholders' Meeting shall be valid if at least one fourth of the Bank's share capital is represented at the Meeting. Simple majority of votes shall be required for validity of resolutions. A majority of three quarters of votes shall be required for matters regarding amendment of the Articles of Association, dissolution or merger of the Bank, issuance of convertible bonds and bonds with pre-emptive rights, retirement of shares (subject to Art. 415 § 4 of the Code of Commercial Companies), decrease of share capital, increase of share capital (including its increase by way of conversion of capital bonds into shares of the Bank) and sale of the enterprise or its organised part; and a majority of two thirds in matters regarding a material change of the Bank's operation."

3/ the following § 33a shall be added after § 33:

"If the General Meeting adopts an increase in the Bank's share capital by way of conversion of capital bonds referred to in Article 27a of the Act on Bonds into the Bank's shares, the Management Board may be authorized by a resolution of the General Meeting to adopt a resolution on granting the Bank's shares."

§ 2

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

§ 3

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

Justification:

The adoption of this resolution by the General Meeting results from the desirability of amending the Bank's Articles of Association to the extent enabling the Bank in the future to use the legal solutions introduced by the amendment to the Commercial Companies Code and the Act on Bonds with respect to the institution of capital bonds. The new regulations, effective from 1.10.2023, allow certain actions only if the company's articles of association provide for them. For this reason, it is justified to introduce the proposed provisions in order to create the possibility of possible future actions by the Bank indicated therein.

(amendments to the Bank's Articles of Association submitted to the current Ordinary General Meeting of the Bank have been divided into a number of resolutions, taking into account the specificity of individual issues covered by each of such amendments. Such a separation is dictated by the recognition of the advisability of separating the individual groups of amendments to the Articles of Association, taking into account the desire to achieve the greatest possible efficiency of the proceedings before the Polish Financial Supervision Authority for the issuance of appropriate permissions, as well as the issue of time optimization of the registration proceedings in the Court).

DRAFT

RESOLUTION NO. 31

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
on amending the Bank's Articles of Association in scope introducing provisions on capital
instruments including perpetual bonds

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

§ 1

In § 5 of the Bank's Articles of Association the following changes shall be introduced:

1/ in § 5 sec. 3, after the final dot, the following additional sentence shall be added:

“The Bank may issue also the perpetual bonds.”

2/ in § 5, after section 3, the following sections 3¹ and 3² shall be added:

“3¹. The Bank may issue capital instruments (including in particular capital bonds) qualified in accordance with the relevant regulations to Tier I or Tier II capital.

3². Financial instruments referred to in sect. 3 and 3¹ may be issued under Polish or foreign law, unless the law provides for the possibility of issuing them only under Polish law.”

§ 2

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

§ 3

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

Justification:

The adoption of the said resolution by the General Meeting results from the advisability of amending the Bank's Articles of Association in scope introducing provisions on capital instruments including perpetual bonds.

The purpose of the amendments to the Articles of Association is to introduce provisions indicating certain types of capital instruments, i.e. capital instruments eligible for Tier I or Tier II capital, as well as perpetual bonds. The possibility of issuing such capital instruments exists in the light of the stage of development of the capital markets and legal regulations. In addition, a provision is added specifying that issues may be made under Polish or foreign law.

There is no legal requirement that the issuance of perpetual bonds or Tier I/Tier II equity instruments is permissible only if the company's articles of association provide for such a possibility. However, from the point of view of good practices in the company, it seems appropriate, at the current stage of development of financial markets, to make a reference in the Bank's Articles of Association in this regard.

With the addition of such provisions, the Articles of Association, as the highest internal normative act in the Bank, will provide for certain key types of instruments to be issued by the company's governing bodies if they deem it is needed to issue them.

(amendments to the Bank's Articles of Association submitted to the current Ordinary General Meeting of the Bank have been divided into a number of resolutions, taking into account the specificity of individual issues covered by each of such amendments. Such a separation is dictated by the recognition of the advisability of separating the individual groups of amendments to the Articles of Association, taking into account the desire to achieve the greatest possible efficiency of the proceedings before the Polish Financial Supervision Authority for the issuance of appropriate permissions, as well as the issue of time optimization of the registration proceedings in the Court).

DRAFT

RESOLUTION NO. 32

of the Ordinary General Meeting of Bank Millennium S.A. of 27 March 2024
on amending the Bank's Articles of Association with respect to the subject of the Bank's activity,
in order to adapt it to the amendments to the Banking Law and the Act on Trading in Financial
Instruments and to in scope repealing the provisions concerning non-performed activities

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

§ 1

The Bank's Articles of Association are amended as follows:

1/ in § 5 section 1 and section 2 shall read as follows:

1. The subject of the Bank's activity includes the activities indicated in sec. 1 - 2¹ to which the Bank is authorized, constituting banking activities and other activities. The scope of activity of the Bank shall comprise:
 - 1) accepting cash deposits payable on demand or at a specified date, and keeping the accounts of these deposits,
 - 2) keeping other bank accounts,
 - 3) granting loans,
 - 4) issuing and confirming bank guarantees and opening and confirming letters of credit,
 - 5) issuing bank debt securities,
 - 6) conducting bank monetary settlements,
 - 7) granting cash loans and consumer loans as defined in a separate act of law,
 - 8) operations on cheques and bills of exchange and operations on warrants,
 - 9) issuing payment cards and performing operations with their use,
 - 10) *(repealed)*
 - 11) purchasing and selling cash receivables,
 - 12) storing items and securities,
 - 13) purchasing and selling foreign currencies,
 - 14) providing and confirming sureties,
 - 15) implementing commissioned activities related to the issue of securities,
 - 16) intermediating in money transfers and settlements in foreign exchange dealings, including settling operations related to payment cards in foreign exchange dealings,
 - 17) provision of the following payment services:
 - a/ accepting cash deposits and withdrawing cash from a payment account and all actions necessary for the operation of the account (art. 3 section 1 item 1 of the Payment Services Act),
 - b/ execution of payment transactions, including the transfer of funds to a payment account with the user's provider or with another account provider (art. 3 section 1 item 2 of the Payment Services Act):
 - by performing direct debit services, including one-off direct debits,
 - with the use of a payment card or similar payment instrument,
 - through the execution of transfer order services, including standing orders,
 - c/ execution of the payment transactions listed in subitem b/, debiting the amount of money made available to the user on account of a loan (art. 3 section 1 item 3 of the Payment Services Act),
 - d/ issuing payment instruments (art. 3 section 1 item 4 of the Payment Services Act),
 - e/ enabling the acceptance of payment instruments and the execution of payment transactions initiated by the payer's payment instrument by or through the merchant, consisting in particular in the handling of authorisations, sending to the issuer of a payment instrument or payment systems of payment orders of the payer or merchant, aimed at transferring funds due to the merchant, except for activities consisting in clearing and settling these transactions within the payment system in the meaning of the Settlement Finality Act (acquiring) (art. 3 section 1 item 5 of the Payment Services Act),
 - f/ provision of the service of initiating a payment transaction (art. 3 section 1 item 7 of the Payment Services Act),
 - g/ provision of account information access service (art. 3 section 1 item 8 of the Payment Services Act),
 - 18) performing the activities of representing bank in the meaning of the Act on Bonds.
2. Scope of operations of the Bank shall also include performance of the following activities, other than those listed in Sec. 1, i.e.:
 - 1) carrying out business projects jointly with other legal and natural persons,
 - 2) *(repealed)*
 - 3) *(repealed)*
 - 4) *(repealed)*
 - 5) keeping deposit accounts for securities,
 - 6) performing, within statutory limits and under terms and conditions agreed with the debtor, conversion of cash receivables to assets of the debtor,

- 7) purchasing and selling real property,
- 8) rendering consulting and advisory services in financial matters,
- 9) running factoring and forfaiting operations,
- 10) providing insurance intermediation services,
- 11) providing trust services and issuing electronic identification means in the meaning of provisions on trust services,
- 12) rendering intermediation services, including agency services, to financial entities and institutions, in particular to brokerage houses, entities providing leasing services and other banks,
- 12¹) credit and loan intermediation,
- 13) conducting commissioned activities related to the management of securities, trading in such securities on own account or for a third party,
- 14) activities, to which the Bank is authorized under other acts of law:
 - a/ rendering intermediation services to investment fund companies and investment funds, to the extent defined in the Act on Investment Funds and managing alternative investment funds,
 - b/ exercising the function of a depository of pension and investment funds, managing securitised debts of securitisation funds,
 - c/ (*repealed*)
 - d/ performing the function of agent of an issue of securities in the meaning of the Act on Trading in Financial Instruments,
- 15) providing financial services connected with trading in financial instruments and securities issued abroad and their safekeeping,
- 16) intermediating in trading in shares of commercial law companies,
- 17) managing third-party funds,
- 18) acquiring investment certificates of investment funds,
- 19) managing a third-party register of participants of an investment fund and a register of members of a pension fund,
- 20) intermediating in the trading in receivables,
- 21) performing custody services,
- 22) performing actions connected with the issue and servicing of financial instruments, which are not securities,
- 23) providing underwriting services,
- 24) rendering services of keeping accounting books for entities referred to in Sec. 5,
- 25) conducting, through an organisationally separated organisational unit of the Bank, brokerage activity in scope:
 - a/ accepting and transmitting orders to purchase or sell financial instruments,
 - b/ execution of orders to purchase or sell financial instruments on the account of the principal,
 - c/ purchase or disposal of financial instruments on own account,
 - d/ investment consultancy,
 - e/ offering financial instruments,
 - f/ provision of services in the performance of concluded underwriting agreements or conclusion and performance of other agreements of a similar nature, if their subject matter is financial instruments,
 - g/ storing or registering financial instruments, including keeping securities accounts, derivatives accounts and omnibus accounts, and keeping cash accounts, as well as keeping records of financial instruments,
 - h/ foreign exchange, if it is related to brokerage activities within the scope indicated in Article 69 sect. 2 of the Act on Trading in Financial Instruments,
 - i/ preparing investment analyses, financial analyses and other recommendations of a general nature regarding transactions in financial instruments,
 - j/ provision of additional services related to the underwriting agreement,
- 26) (*repealed*)
- 27) providing services of reporting to trade repositories in the meaning of Regulation (EU) No 648/2012 of the European Parliament and of the Council on OTC derivatives, central counterparties and trade repositories, of information about derivative contracts concluded by a counterparty with the Bank,

- 28) confirming data with use of electronic identification means of the Bank's ICT system, pursuant to provisions of telecommunication law,
- 29) performing the function of agent in the meaning of art. 2 item 1 of the Payment Services Act, as regards intermediation in conclusion of agreements on provision of acquiring services.”

2/ in § 5, after section 2, the following section 2¹ is added:

“2¹. The scope of the Bank's activity also includes, pursuant to Article 70 sect. 2 of the Act on Trading in Financial Instruments, conducting the following activities outside the organizationally separated organizational unit through which the Bank conducts brokerage activities:

- a/ accepting and sending orders for purchase or sale of financial instruments, execution of such orders on the account of the principal, investment advice, offering financial instruments, provided that the subject of these activities are financial instruments specified in Article 70 sect. 2 p. 1 of the Act on Trading in Financial Instruments,
- b/ purchasing or selling financial instruments on own account, excluding such activities performed as a market maker in shares or derivatives of which the underlying is shares,
- c/ providing services in the performance of the concluded underwriting agreements or concluding and performing other agreements of a similar nature, if their subject matter is financial instruments,
- d/ storing or registering financial instruments, including keeping securities accounts, derivatives accounts and omnibus accounts, cash accounts, as well as keeping records of financial instruments,
- e/ preparing investment analyses, financial analyses and other recommendations of a general nature concerning transactions in financial instruments,
- f/ provision of additional services related to the underwriting agreement,
- g/ foreign exchange to the extent related to the Bank's performance of the activities referred to in Article 70 sect.2 of the Act on Trading in Financial Instruments,
- h/ activities performed pursuant to Article 70 sect.2 p.4 of the Act on Trading in Financial Instruments, consisting in granting cash loans for the purpose of making a transaction involving one or more financial instruments, if the transaction is to be made through the Bank.”

3/ § 6 shall read as follows:

“The Bank shall observe confidentiality of turnover and balances of bank accounts as well as confidentiality of information on acceptance of items for safekeeping, according to Banking Law.”

§ 2

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

§ 3

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

Justification:

The adoption of this resolution by the General Meeting results from the need to adapt the wording of the Bank's Articles of Association, in the part concerning the regulation of the subject of activity, to the amendments to the Banking Law and the Act on Trading in Financial Instruments,

introduced by the Act of 16.08.2023 "Amending certain acts in connection with ensuring the development of the financial market and the protection of investors on this market". These changes came into force on 29.09.2023. There is a need to reflect the new regulations of the Banking Law in the provisions of Articles of Association (i.e. amendments to Articles 5 and 6 of the Act, defining banking activities and other activities that may be performed by banks).

The new provisions of the law have updated the catalogue of banking activities or activities permitted to be performed by banks included in Articles 5-6 of the Banking Law by deleting activities such as forward financial operations, taking up or acquiring shares and rights attached to shares, shares of another legal person and participation units in investment funds, incurring liabilities related to the issue of securities, trading in securities. Therefore, the proposed amendments to the Bank's Articles of Association contain appropriate modifications to the content of the Articles of Association (i.e. deletions in paragraph 5: in section 1 point 10; in section 2 points 1, 3 and 4). Investment activities are now covered by the provisions of the new section 2¹ in Paragraph 5.

In addition, the amendments to the Articles of Association are necessary due to the amendment to Article 31 section 3 point 2) of the Banking Law Act, which specifies the obligation to include in the bank's Articles of Association provisions detailing banking activities and other activities to which the bank is authorized, including the determination of brokerage activities performed within a separate organizational unit of the bank, as well as those performed outside such a unit.

The descriptions on Articles of Association of activities have been amended to take into account the amendments to the provisions of the Act on Trading in Financial Instruments (Article 69 section 4 point 1), which now also includes a provision on keeping records of financial instruments, and Article 70 section 2 of the Act, which indicates the activities that a bank with its seat in the Republic of Poland may perform outside a brokerage office, i.e. a unit separated in the bank organizationally and performing brokerage activities.

As a result of the introduction of a uniform banking licence under the new law, banks in Poland may conduct brokerage activities on the basis of the bank's articles of association after obtaining a permit from the Polish Financial Supervision Authority referred to in the provisions of the Banking Law. In view of the above, the scope of investment activities that banks have so far carried out on the basis of permits issued by the Polish Financial Supervision Authority should be reflected in detail in their statutes.

In connection with the new regulations, the draft amendments to the Bank's Articles of Association provide for the inclusion in the Articles of Association of (i) a list of brokerage activities performed by the Bank's brokerage house – Par. 5 sect. 2 point 25 (such a list has been prepared on the basis of supervisory decisions authorizing Bank Millennium to perform such activities), (ii) a description of the activity in the editorial office required by law, in the scope of investment activities performed outside the brokerage house (Par. 5 sect. 2¹ of the Articles of Association, previously such a description was partially included in Paragraph 5 sect. 2 point 26.

In addition, appropriate deletions were made in the Articles of Association in connection with the fact that the Bank does not offer the service of providing safe deposit boxes and does not perform activities of organizing and conducting leasing activities (leasing activity is conducted in a subsidiary of the Bank, i.e. Millennium Leasing Sp. z o.o.). These amendments (deletions) concern Paragraph 5(2)(2) and Section 5(1)(12) and Paragraph 6.

In addition to the above amendments, the draft of this resolution amending the Articles of Association contains the proposed editorial changes (amended introductory sentences in Par. 5 section 1 and section 2) and deletion (Par. 5 section 2 point 14c) related to the transfer of the entry to another editorial unit (Par. 5 section 2¹ subsection d/).

(amendments to the Bank's Articles of Association submitted to the current Ordinary General Meeting of the Bank have been divided into a number of resolutions, taking into account the specificity of individual issues covered by each of such amendments. Such a separation is dictated

by the recognition of the advisability of separating the individual groups of amendments to the Articles of Association, taking into account the desire to achieve the greatest possible efficiency of the proceedings before the Polish Financial Supervision Authority for the issuance of appropriate permissions, as well as the issue of time optimization of the registration proceedings in the Court).