

INFORMATION REGARDING COMPLIANCE WITH INDIVIDUAL SUITABILITY REQUIREMENTS BY MR MARIAN MAJCHER

Bank's Supervisory Board, after performing the suitability assessment, hereby informs about compliance with the individual suitability by Mr Marian Majcher.

The assessment was performed by the Supervisory Board on June 2nd, 2017 taking into consideration the recommendation of the Nomination and Remuneration Committee that was based on the declarations and documents submitted by Mr Marian Majcher, as well as based on analysis conducted by an external consulting firm, contracted by the Supervisory Board, of the criteria and requirements stipulated in Bank's „*Policy of The Suitability Assessment of the proposed and appointed Management Board's Members, Supervisory Board's Members and Key Function Holders at Bank Polska Kasa Opieki Spółka Akcyjna*”. Moreover, in scope of suitability assessment process, Polish Financial Supervision Authority recommendations issued on May 19th on requirements that should be fulfilled by banks' management boards and supervisory Board Members, as well as 22aa Paragraph of the Banking Act, were taken into consideration.

In scope of individual suitability assessment process of Mr Marian Majcher the following criteria and requirements were taken into consideration:

Professional qualifications:

- **Knowledge (education)** – a graduate from Silesian University in Katowice, Department of Social Sciences, and completed post-graduate studies in Enterprise Management from the Institute of Organizations and Management in Warsaw.
- **Experience (professional)** – has more than 30 years of professional experience, after graduating he remained in the academia as an employee of Silesian University in Katowice. During the years 1990-1999 he dedicated himself to building free media in Poland, as a co-owner of press publishing houses.

He has started his professional career in industry in the year 1999, during the next 17 years he has worked for Group CTL Maczki-Bór where he held the functions of President of the Management Board Managing Director as well as Vice President of the Management Board of CTL Maczki-Bór S.A. (previously Sand Mine Maczki-Bór).

Since year 2003 Mr Majcher holds the role of President of the Management Board in Haldex S.A., a company that is engaged in recycling coal from waste gangue. It is one of the largest sustainability projects currently conducted in Poland.

Mr Majcher has broad experience in corporate governance of commercial law companies, including those from insurance sector.

• **Declared skills necessary to perform entrusted function covering:**

knowledge of regulations defining the powers of the various statutory bodies of the Bank, knowledge of financial markets, including knowledge of the dynamics of the global economic and financial system, ability to risk management (identification, assessment, monitoring, control and minimization of the main types of risk in the credit institution/ bank), ability to evaluate the effectiveness of the solutions adopted in the credit institution / bank, ability to establish effective management, monitoring and control mechanisms, ability to establish effective team management, international experience and knowledge of foreign markets, professional experience in the Polish market suitable for the management functions in the Bank, resulting in particular from many years of experience in supervisory boards and from industrial sector experience.

Guarantee of proper execution of entrusted duties, including the ability to judge independently - meets,

Reputation - meets, based on the information on lack of:

- criminal and administrative investigations,
- past or present proceedings in business dealings which could have a negative impact on the reputation,
- past and present business operations and financial condition that may have a negative impact on the reputation,
- entry in the Register of Insolvent Debtors,
- results of minor incidents that separately do not have impact on reputation, but jointly may greatly negatively influence reputation,
- outside-the-Bank activity that might negatively influence reputation,

Additional criteria in scope of:

- potential conflict of interests – not identified,
- conducting competitive activities – not conducting,
- ability to dedicate sufficient time to perform the function - meets, considering the number of functions performed simultaneously in the following legal entities:
 - ✓ belonging to the same group within the meaning of Art. 3 section 1 point 44 of the Accounting Act – not performing,
 - ✓ entities in which the Bank holds a significant share – not performing,
 - ✓ other legal entities:
 - ✓ non-profit (voluntary service): not performing.

Considering above-mentioned facts, in light of the intention to appoint Mr Marian Majcher as Supervisory Board Member, Supervisory Board informs that as a result of analysing the above-mentioned criteria and requirements it was found that Mr Marian Majcher meets the individual suitability requirements to perform the function of Supervisory Board Member.

The above mentioned statement was based on taking into account that Mr Marian Majcher did not formulate the need of improving the following professional qualifications.

Taking into account no information confirming the following professional experience was found in the documents provided to the Supervisory Board by Mr Marian Majcher:

- ✓ Knowledge of the framework and regulatory requirements relating to the operation of the credit institution/ bank,
- ✓ Ability to understand the strategic planning and business strategy or business plan of the credit institution/ bank and their implementation,
- ✓ Ability to analyse financial statements of the credit institution/ bank to identify the most important issues on the basis of this information and implement appropriate controls and measures,
- ✓ Qualifications in the field of accounting and financial audit

The Supervisory Board states that if Mr Marian Majcher indeed does not have any experience in the above mentioned areas, in case of being appointed for Supervisory Board member office, suggests the correction measures to be taken in the form of trainings and meetings with competent members of the Bank's management.

Furthermore, the Supervisory Board, taking into account the recommendations of the Nomination and Remuneration Committee, assessed the relevant criteria from the perspective of the collective suitability assessment of the Supervisory Board.

Bank Polska Kasa Opieki S.A: Supervisory Board

Recipients:

1. Mr Marian Majcher
2. Shareholder entering candidacy: UniCredit S.p.A.