

INFORMATION REGARDING COMPLIANCE WITH INDIVIDUAL SUITABILITY REQUIREMENTS BY MRS JOANNA BŁASZCZYK

Bank's Supervisory Board, after performing the suitability assessment, hereby informs about compliance with the individual suitability by Mrs Joanna Błaszczuk.

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 Mrs Joanna Błaszczuk, 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 Mrs Joanna Błaszczuk the following criteria and requirements were taken into consideration:

Professional qualifications:

· **Knowledge (education)** - Graduate of the Faculty of Law and Administration University of Warsaw, MSc. Law. Received a legal advisor title, issued by the District Chamber of Legal Advisors in Warsaw.

· **Experience (professional)** - Since 2016 Mrs Błaszczuk is working for the Polish Development Fund, at first serving as Deputy Director of the Legal Department, and now Director of Investment Support Office. Mrs Błaszczuk has been developing her professional career since 2005 in K&L Gates (ex Hogan&Hartson) and Cameron McKenna law firms.

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, 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 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 analyze 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, international experience and knowledge of foreign markets, professional experience in the Polish market suitable for the management functions in the Bank, the skills necessary to perform the entrusted functions including technical knowledge (know-how) resulting in particular from education, Legal Advisor's title, and many years of professional experience (M&A transactions).

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 (Leagl Advisor’s practice on hold),
- 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 – performing (employed by the Polish Development Fund- Director of the Investment Support Office)
 - ✓ entities in which the Bank holds a significant share – not performing,
 - ✓ other legal entities: not performing
 - ✓ non-profit (voluntary service): not performing.

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

The above mentioned statement was based on taking into account that Mrs Joanna Błaszcyk formulated the need of improving the following professional qualifications:

- ✓ Qualifications in accounting or financial audit.

The Supervisory Board states that if Mrs Joanna Błaszcyk indeed does not have any experience in the above mentioned area, 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. Mrs Joanna Błaszcyk
2. Shareholder entering candidacy: UniCredit S.p.A.