

INFORMATION ABOUT COMPLYING WITH INDIVIDUAL SUITABILITY REQUIREMENTS BY MR LUIGI LOVAGLIO

The Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna („Bank”), after performing the suitability assessment informs about complying with the individual suitability requirements to hold the function of the President of the Management Board by Mr Luigi Lovaglio.

The assessment was performed by the Supervisory Board on June 6th, 2016 taking into consideration the recommendation of the Nomination and Remuneration Committee that was based on the declarations and documents submitted by Mr Luigi Lovaglio, as well as based on 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 boards members were taken into consideration.

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

- Professional qualifications:

- Knowledge (education) - a university degree in economics and commerce at the University of Bologna,
- Experience (professional) - over 40 years of experience in banking, working for the UniCredit Group since 1973, progressing through a number of important positions, including senior executive managing market areas of increasing importance, Head of Group Strategic Planning, Head of Foreign Banks Group Planning with the primary goal of integration of Pekao S.A., Deputy Chairman of the Management Board and Executive Director of Bulbank AD, the largest Bulgarian bank, in 2003 joined the Management Board of Bank Pekao SA as Vice President, COO, in 2007 appointed General Manager and First Vice President and since May 2011 President of the Management Board, CEO.
- Highly developed skills necessary to perform entrusted function covers: 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, knowledge of the social and political environment and market mechanisms in the countries in which the UniCredit Group occupies a strategic position, resulting in particular from wide knowledge and experience in managing banking activities in Poland and Italy, professional experience in the area of strategic planning, with active participation in mergers of various banks in both countries and the transformation of the largest Bulgarian commercial bank, and thirteen years of experience working in the Management Board of Bank Pekao S.A.,

- 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 – Member of the Supervisory Board of Pekao Bank Hipoteczny S.A.,
 - entities in which the Bank holds a significant share – not performing,
 - other legal entities: not performing,
 - non-profit (voluntary service): Vice President of Management Board of Lewiatan Confederation, Member of the Association of Polish Banks Council.

Considering above-mentioned facts, in light of the intention to appoint Mr Luigi Lovaglio as the President of the Management Board, Supervisory Board informs that as a result of analyzing the above-mentioned criteria and requirements it was found that Mr Luigi Lovaglio meets the individual suitability requirements to perform the function of the President of the Management Board.

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 Management Board.

Bank's Supervisory Board

INFORMATION ABOUT COMPLYING WITH INDIVIDUAL SUITABILITY REQUIREMENTS BY MR DIEGO BIONDO

The Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna („Bank”), after performing the suitability assessment informs about complying with the individual suitability requirements to hold the function of the Vice President of the Management Board supervising risk management important for Bank’s activity by Mr Diego Biondo.

The assessment was performed by the Supervisory Board on June 6th, 2016 taking into consideration the recommendation of the Nomination and Remuneration Committee that was based on the declarations and documents submitted by Mr Diego Biondo, as well as based on the criteria and requirements stipulated in Bank’s *„The Suitability Assessment Policy 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 boards members were taken into consideration.

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

- Professional qualifications:

- Knowledge (education) - a university degree in management at the University of Turin,
- Experience (professional) - over 25 years of experience in the area of finance and risk management, including 13 years of experience in banking in Poland, since 2003 he served as the Bank's Executive Director supervising the work of the Risk Management Division, currently serves as Vice President of the Management Board supervising the management of significant risk in the Bank's activity.
- Highly developed skills necessary to perform entrusted function covers: 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, knowledge of the social and political environment and market mechanisms in the countries in which the UniCredit Group occupies a strategic position, resulting in particular from university education and professional and managerial experience in the Bank, and working as Vice President of the Management Board of Bank Pekao SA. supervising the management of significant risk in the Bank's activity.
- 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 – Vice-Chairman of the Supervisory Boards of: Pekao Bank Hipoteczny SA, Pekao Leasing Sp. o.o., Pekao Leasing Holding SA in liquidation,
 - 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 Mr Diego Biondo as the Vice President of the Management Board supervising risk management important for Bank's activity, Supervisory Board informs that as a result of analyzing the above-mentioned criteria and requirements it was found that Mr Diego Biondo meets the individual suitability requirements to perform the function of the Vice President of the Management Board supervising risk management important for Bank's activity.

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 Management Board.

Bank's Supervisory Board

INFORMATION ABOUT COMPLYING WITH INDIVIDUAL SUITABILITY REQUIREMENTS BY MR ANDRZEJ KOPYRSKI

The Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna („Bank”), after performing the suitability assessment informs about complying with the individual suitability requirements to hold the function of the member of the Management Board by Mr Andrzej Kopyrski.

The assessment was performed by the Supervisory Board on June 6th, 2016 taking into consideration the recommendation of the Nomination and Remuneration Committee that was based on the declarations and documents submitted by Mr Andrzej Kopyrski, as well as based on the criteria and requirements stipulated in Bank’s „ *The Suitability Assessment Policy 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 boards members were taken into consideration.

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

- Professional qualifications:

- Knowledge (education) - a university degree MA/Engineering (Technical University of Warsaw), post-graduate studies in management (University of Strathclyde, Glasgow),
- Experience (professional) - has nearly 25 years of experience in corporate banking, investment, structured finance and capital markets, including nearly 20 years of experience in managing the above-mentioned areas, many years of experience in management boards of banks, since 2008 Vice-President of the Management Board of Bank Pekao supervising Corporate, Markets and Investment Banking Division.
- Solid and highly developed skills necessary to perform entrusted function covers: 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, knowledge of the social and political environment and market mechanisms in the countries in which the UniCredit Group occupies a strategic position, resulting in particular from professional experience in banking, including managing corporate and investment banking, experience in global organizations, and specialized training, among others, in risk analysis, debt capital markets, cash and derivatives, project financing, etc.

- 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 – Chairman of the Supervisory Boards of Pekao Factoring Sp. z o.o., from 04/06/2016 seconded for 3 months to act as President of the Management Board, Chairman of the Supervisory Boards of: Pekao Leasing Holding SA in liquidation, Pekao Leasing Sp. z o.o. and Pekao Investment Banking SA,
 - 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 Mr Andrzej Kopyrski as the member of the Management Board, Supervisory Board informs that as a result of analyzing the above-mentioned criteria and requirements it was found that Mr Andrzej Kopyrski meets the individual suitability requirements to perform the function of the member of the Management Board.

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 Management Board.

Bank's Supervisory Board

INFORMATION ABOUT COMPLYING WITH INDIVIDUAL SUITABILITY REQUIREMENTS BY MR ADAM NIEWIŃSKI

The Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna („Bank”), after performing the suitability assessment informs about complying with the individual suitability requirements to hold the function of the member of the Management Board by Mr Adam Niewiński.

The assessment was performed by the Supervisory Board on June 6th, 2016 taking into consideration the recommendation of the Nomination and Remuneration Committee that was based on the declarations and documents submitted by Mr Adam Niewiński, as well as based on the criteria and requirements stipulated in Bank’s „ *The Suitability Assessment Policy 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 boards members were taken into consideration.

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

- Professional qualifications:

- Knowledge (education) - a university degree in management and marketing (Warsaw School of Economics), completed courses in management: Stanford University Graduate School of Business and Harvard Business School,
- Experience (professional) - has over 15 years of management experience in the financial industry and banking, has experience in the management boards and supervisory boards of brokerage houses and investment companies, currently Vice President of the Management Board of Bank Pekao supervising Private Banking Division.
- Solid and highly developed skills necessary to perform entrusted function covers: 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, knowledge of the social and political environment and market mechanisms in the countries in which the UniCredit Group occupies a strategic position, resulting in particular from university education and professional experience in financial sector, experience in strategic consultancy company The Boston Consulting Group, and the cooperation with international investment funds.
- 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: Member of the Supervisory Board of Pekao Investment Banking SA, Chairman of the Supervisory Board of Investment House Xelion Sp. o.o.,
 - entities in which the Bank holds a significant share – not performing,
 - other legal entities: Chairman of the Supervisory Board of Private Equity Managers S.A.,
 - non-profit (voluntary service): Member of the Management Board, Towarzystwo Zachęty Sztuk Pięknych.

Considering above-mentioned facts, in light of the intention to appoint Mr Adam Niewiński as the member of the Management Board, Supervisory Board informs that as a result of analyzing the above-mentioned criteria and requirements it was found that Mr Adam Niewiński meets the individual suitability requirements to perform the function of the member of the Management Board.

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 Management Board.

Bank's Supervisory Board

INFORMATION ABOUT COMPLYING WITH INDIVIDUAL SUITABILITY REQUIREMENTS BY MR GRZEGORZ PIWOWAR

The Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna („Bank”), after performing the suitability assessment informs about complying with the individual suitability requirements to hold the function of the member of the Management Board by Mr Grzegorz Piwowar.

The assessment was performed by the Supervisory Board on June 6th, 2016 taking into consideration the recommendation of the Nomination and Remuneration Committee that was based on the declarations and documents submitted by Mr Grzegorz Piwowar, as well as based on the criteria and requirements stipulated in Bank’s „ *The Suitability Assessment Policy 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 boards members were taken into consideration.

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

- Professional qualifications:

- Knowledge (education) - graduated in electronics at the University of Science and Technology in Krakow and postgraduate studies in banking at the University of Economics in Krakow
- Experience (professional) - has almost 25 years of experience in banking mainly in management of retail banking and brokerage houses, almost 10 years of experience in the functions of the management boards member, currently serves as Vice President of the Management Board supervising the Retail Banking Division.
- Highly developed skills necessary to perform entrusted function covers: 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, knowledge of the social and political environment and market mechanisms in the countries in which the UniCredit Group occupies a strategic position, resulting in particular from university education and professional experience in banking, including managing retail banking and brokerage houses, as well as experience in the management board member functions.
- 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: Centralny Dom Maklerski Pekao SA, Bank Pekao SA Mortgage,
 - entities in which the Bank holds a significant share – Chairman of the Supervisory Board of Pioneer Pekao Investment Management SA, Member of the Supervisory Board of the Credit Information Bureau S.A.,
 - other legal entities: not performing,
 - non-profit (voluntary service): not performing.

Considering above-mentioned facts, in light of the intention to appoint Mr Grzegorz Piwowar as the member of the Management Board, Supervisory Board informs that as a result of analyzing the above-mentioned criteria and requirements it was found that Mr Grzegorz Piwowar meets the individual suitability requirements to perform the function of the member of the Management Board.

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 Management Board.

Bank's Supervisory Board

INFORMATION ABOUT COMPLYING WITH INDIVIDUAL SUITABILITY REQUIREMENTS BY MR STEFANO SANTINI

The Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna („Bank”), after performing the suitability assessment informs about complying with the individual suitability requirements to hold the function of the member of the Management Board by Mr Stefano Santini.

The assessment was performed by the Supervisory Board on June 6th, 2016 taking into consideration the recommendation of the Nomination and Remuneration Committee that was based on the declarations and documents submitted by Mr Stefano Santini, as well as based on the criteria and requirements stipulated in Bank’s „The Suitability Assessment Policy 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 boards members were taken into consideration.

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

- Professional qualifications:

- Knowledge (education) - a university degree in economics and commerce at the Bocconi University, after graduation he carried out research concerning Central and Eastern Europe problems
- Experience (professional) - has over 15 years of experience in banking at UniCredit Group, including managing macroeconomic analysis, planning and control, about 10 years of experience in Bank Pekao SA in the managerial functions related to financial management, over 5 years of experience in the functions of the management boards member, currently serves as Vice President of the Management Board supervising the Financial Division.
- Highly developed skills necessary to perform entrusted function covers: 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, knowledge of the social and political environment and market mechanisms in the countries in which the UniCredit Group occupies a strategic position, resulting in particular from university education and professional experience in financial management, including, planning and controlling, macroeconomic analysis, as well as experience in the management board member functions.
- 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 – member of the Supervisory Board of Pekao Leasing Sp. z o.o., Pekao Leasing Holding SA in liquidation, Vice-Chairman of the Supervisory Board, Pekao Investment Banking SA,
 - 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 Mr Stefano Santini as the member of the Management Board, Supervisory Board informs that as a result of analyzing the above-mentioned criteria and requirements it was found that Mr Stefano Santini meets the individual suitability requirements to perform the function of the member of the Management Board.

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 Management Board.

Bank's Supervisory Board

INFORMATION ABOUT COMPLYING WITH INDIVIDUAL SUITABILITY REQUIREMENTS BY MR MARIAN WAŻYŃSKI

The Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna („Bank”), after performing the suitability assessment informs about complying with the individual suitability requirements to hold the function of the member of the Management Board by Mr Marian Ważyński.

The assessment was performed by the Supervisory Board on June 6th, 2016 taking into consideration the recommendation of the Nomination and Remuneration Committee that was based on the declarations and documents submitted by Mr Marian Ważyński, as well as based on the criteria and requirements stipulated in Bank’s *„The Suitability Assessment Policy 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 boards members were taken into consideration.

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

- Professional qualifications:

- Knowledge (education) - graduate of the Faculty of Law and Administration at Warsaw University, postgraduate studies in Commercial Bank Management at the Warsaw School of Economics,
- Experience (professional) - has 30 years of experience in the banking sector, including experience in management in the Polish National Bank and commercial banks, many years of experience as member of the management boards of banks, currently Vice-President supervising logistics division, in the Management Board of Bank Pekao SA since 2004.
- Highly developed skills necessary to perform entrusted function covers: 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, knowledge of the social and political environment and market mechanisms in the countries in which the UniCredit Group occupies a strategic position, resulting in particular from university education and managerial experience in banking, including many years as member of management boards and the activities in the Polish Banks Association.
- 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 – meets:
 - belonging to the same group within the meaning of Art. 3 section 1 point 44 of the Accounting Act – Chairman of the Supervisory Board of Pekao Property S.A.,
 - 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 Mr Marian Ważyński as the member of the Management Board, Supervisory Board informs that as a result of analyzing the above-mentioned criteria and requirements it was found that Mr Marian Ważyński meets the individual suitability requirements to perform the function of the member of the Management Board.

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 Management Board.

Bank's Supervisory Board