

## INFORMATION REGARDING COMPLIANCE WITH INDIVIDUAL SUITABILITY REQUIREMENTS BY MRS SABINA BIGOS-JAWOROWSKA

Bank's Supervisory Board, after performing the suitability assessment, hereby informs about compliance with the individual suitability by Mrs Sabina Bigos-Jaworowska.

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 Sabina Bigos-Jaworowska, 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 Sabina Bigos-Jaworowska the following criteria and requirements were taken into consideration:

### **Professional qualifications:**

- **Knowledge (education)** - Mrs Bigos-Jaworowska graduated in Economics from University of Economics in Katowice, later completing Postgraduate Studies in Health Management at the same university. She holds a diploma from the Ministry of Treasury authorizing her to be a member of supervisory boards of state-owned companies.

Trainings attended: labor law, information protection, property management, public procurement law, health care and financial trainings.

- **Experience (professional)** - Since 1994, Ms. Bigos-Jaworowska has been involved in the health care sector, and in 2000 she became the director of the Health Care Institution in Oświęcim. In 2016, she was a Member of the Supervisory Board of PL 2012+, the operator of the National Stadium in Warsaw.

In addition, Ms. Bigos-Jaworowska serves as the Vice-President of the Association of Hospitals of Małopolska, Member of the Board of the Polish Union of Employers of District Hospitals and Representative of Employers of the Convention of the State Higher Vocational School in Oświęcim.

- **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 establish effective management, monitoring and control mechanisms, ability to establish effective team management, the skills necessary to perform the entrusted functions including Technical Knowledge (Know-How) resulting in particular from many years of experience in the Director role of Health Care Institution and education.

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 Mrs Sabina Bigos-Jaworowska as Supervisory Board Member, Supervisory Board informs that as a result of analysing the above-mentioned criteria and requirements it was found that Mrs Sabina Bigos-Jaworowska 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 Sabina Bigos-Jaworowska formulated the need of improving the following professional qualifications:

- ✓ 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,
- ✓ International experience and knowledge of foreign markets,
- ✓ Knowledge of accounting or financial audit

Additionally, taking into account no information confirming the following professional experience was found in the documents provided to the Supervisory Board by Mrs Sabina Bigos-Jaworowska:

- ✓ Knowledge of regulations defining the powers of the various statutory bodies of the 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.

The Supervisory Board states that if Mrs Sabina Bigos-Jaworowska 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 Opeki S.A: Supervisory Board

Recipients:

1. Mrs Sabina Bigos-Jaworowska
2. Shareholder entering candidacy: UniCredit S.p.A.