

INFORMATION REGARDING COMPLIANCE WITH INDIVIDUAL SUITABILITY REQUIREMENTS BY MR GRZEGORZ JANAS

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

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 Grzegorz Janas, 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 Grzegorz Janas the following criteria and requirements were taken into consideration:

Professional qualifications:

- **Knowledge (education)** - Mr Janas is a graduate of Maria Curie-Skłodowska University in Lublin (Master's Degree in Law).
- **Experience (professional)** - Starting in May 2016, he is with the PZU Group, where he performs the functions of the Director in the Investment Analysis Office (PZU / PZU Życie) and the President of the Management Board of the PZU Operational Center S.A. Before joining PZU during his work of as a jurispudent he was delegated to the Ministry of the Treasury for the position of councillor of the Minister - head of the Privatization Process Control Team. Having finished his work in the state administration, he moved to the PGE Group and between 2008 and 2010 - the Military Housing Association “Kwatera”.

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 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 establish effective team management, 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 many years of professional experience (including management positions), 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 – performing (President of the Management Board PZU Centrum Operacji S.A., Director of the Investment Analysis Office PZU S.A./PZU Życie 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 Grzegorz Janas as Supervisory Board Member, Supervisory Board informs that as a result of analysing the above-mentioned criteria and requirements it was found that Mr Grzegorz Janas 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 Grzegorz Janas formulated the need of improving the following professional qualifications:

- ✓ International experience and knowledge of foreign markets.

Additionally, taking into account no information confirming the following professional experience was found in the documents provided to the Supervisory Board by Mr Grzegorz Janas:

- ✓ Knowledge of the framework and regulatory requirements relating to the operation of the credit institution/ bank,
- ✓ 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 Grzegorz Janas 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 Grzegorz Janas
2. Shareholder entering candidacy: UniCredit S.p.A.