

INFORMATION REGARDING COMPLIANCE WITH INDIVIDUAL SUITABILITY REQUIREMENTS BY MR STANISŁAW RYSZARD KACZORUK

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

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 Stanisław Ryszard Kaczoruk, 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 Stanisław Ryszard Kaczoruk the following criteria and requirements were taken into consideration:

Professional qualifications:

- **Knowledge (education)** – Mr Kaczoruk is a graduate from Wrocław University, Faculty of Mathematics and in 1986 was awarded the title of Doctor of Technical Sciences. Moreover, he graduated from Postgraduate Pedagogical Studies, IFG Trainings, Postgraduate Polish-American Studies in Social Communication, Wrocław University of Technology and University of Connecticut, USA.
- **Experience (professional)** – Advisor and Consultant in the field of capital markets, Member of Supervisory Boards of various entities listed on the Warsaw Stock Exchange (e.g. Alior Bank). President and co-owner of International Arbitrary Court S.A. Runs his own strategic advisory firm.

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 establish effective team management, 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, professional experience in the Polish market suitable for the management functions in the Bank, qualifications in accounting or financial audit resulting in particular from many years of experience in business and academia, advisory activities, 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: performs (International Arbitrary Court S.A.- President, holds 50% of shares)
 - ✓ non-profit (voluntary service): performs (associations, foundations, policy councils- including CEZAMAT, member of the Policy Council)

Considering above-mentioned facts, in light of the intention to appoint Mr Stanisław Ryszard Kaczoruk as Supervisory Board Member, Supervisory Board informs that as a result of analysing the above-mentioned criteria and requirements it was found that Mr Stanisław Ryszard Kaczoruk 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 Stanisław Ryszard Kaczoruk formulated the need of improving the following professional qualifications:

- ✓ International experience and knowledge of foreign markets.

The Supervisory Board states that if Mr Stanisław Ryszard Kaczoruk 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. Mr Ryszard Kaczoruk
2. Shareholder entering candidacy: UniCredit S.p.A.