

## INFORMATION REGARDING COMPLIANCE WITH INDIVIDUAL SUITABILITY REQUIREMENTS BY MR PAWEŁ SURÓWKA

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

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 Paweł Surówka, 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 Paweł Surówka the following criteria and requirements were taken into consideration:

### **Professional qualifications:**

· **Knowledge (education)** – Mr. Paweł Surówka is a graduated of Universite Paris I Pantheon Sorbonne (Master's degree) and Ecole des Hautes Etudes en Sciences Sociales (PhD, EHESS). He also graduated from Hochschule fur Philosophie HfPH (Bachelor). In 2012 he was awarded a financial analyst certificate at CFA Institute.

· **Experience (professional)** – Mr Surówka has 10 years of professional experience. At the beginning of his career he held the position of financial advisor at Bank of America Merrill Lynch in CEE region. In the years 2013-2015 he was a member of the management board of Boryszew SA, the director of the automotive development department, as well as chairman of the boards of Boryszew subsidiaries from the automotive sector. Until January 2016, he was an advisor to the president of PKO Bank Polski and director of corporate and investment banking for Germany, responsible for the opening of the first foreign branch of PKO Bank Polski. From 23 June 2016 to 13 April 2017 he was President of PZU Życie SA, when he assumed the post of President of PZU Group.

In addition, Mr Paweł Surówka serves as the PZU TFI's Chairman of the Supervisory Board

· **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, team management, 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 the social and political environment and market mechanisms in the countries in which the Unicredit group occupies a strategic position, professional experience in the Polish market, qualifications in the field of accounting and auditing, professional experience suitable to perform supervisory functions at the Bank, resulting from many years of experience in financial institutions in Poland and abroad, and education in Germany and France.

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 Board PZU SA
  - ✓ entities in which the Bank holds a significant share – not performing,
  - ✓ other legal entities: PZU TFI Chairman of the Supervisory Board
  - ✓ non-profit (voluntary service): not performing.

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

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. Mr Paweł Surówka
2. Shareholder entering candidacy: UniCredit S.p.A.