

REGULATIONS OF THE SUPERVISORY BOARD
of Bank Polska Kasa Opieki Spółka Akcyjna

§ 1

The Supervisory Board of Bank Polska Kasa Opieki Spółka Akcyjna, hereinafter referred to as “Bank”, acts in adherence to the applicable provisions of law, in particular the Banking Law Act and the provisions of the Commercial Companies Code, as well as to the Statute of the Bank and these Regulations.

§ 2

These Regulations define, within the limits indicated in § 1, the organisation and manner of operation of the Supervisory Board.

§ 3

1. The Supervisory Board exercises continuous supervision over the Bank’s operations in all areas of its activity, having regard to the Bank’s role as a parent company with respect to its subsidiaries.
2. The Supervisory Board and its individual members are driven by an objective assessment and judgement when exercising supervision.
3. If abuses, serious errors, including errors that have a material impact on the content of financial information or other serious irregularities in the Bank’s operations are found in the course of supervision, the Supervisory Board takes appropriate actions, in particular, it may request explanations from the Bank’s Management Board and recommend it to introduce effective solutions aimed at preventing the occurrence of similar irregularities in the future.
4. Unauthorised exertion of influence by the Bank’s shareholder on the Supervisory Board must be reported to the Polish Financial Supervision Authority.

§ 4

1. The Supervisory Board adopts resolutions on matters reserved for the Supervisory Board pursuant to the provisions laid down in the Statute of the Bank, generally applicable provisions of law, and recommendations of supervision authorities.
2. The Supervisory Board regularly evaluates the compliance with the Corporate Governance Principles for Supervised Institutions adopted by the Bank and issued by the Polish Financial

Supervision Authority, and provides the results of this evaluation to the other authorities of the Bank. The results of the evaluation are made available on the Bank's website.

§ 5

1. A member of the Supervisory Board is obliged to keep confidential information learnt in connection with the performance of its duties in the Supervisory Board.
2. A member of the Supervisory Board should refrain from undertaking professional or non-professional activity which may lead to a conflict of interest or adversely affect its reputation as a member of the Supervisory Board.
3. A member of the Supervisory Board should provide the Management Board of the Bank with information on its relations with a shareholder holding shares representing not less than 5% of the total number of votes at the General Meeting of Shareholders. The above obligation applies to economic, family or other ties which may affect the position of a member of the Supervisory Board in a matter decided by the Supervisory Board.
4. A Member of the Supervisory Board is obliged to provide the Management Board of the Bank with the information, documents and statements necessary to assess its compliance with the relevant suitability and independence requirements to the extent specified in separate regulations of the Bank.

§ 6

1. The Supervisory Board performs its duties on a collective basis, however, in order to perform specific activities or to streamline the work of the Supervisory Board, it may appoint, and in the cases referred to in paragraph 5 appoints, committees and teams from among its members. The Supervisory Board may second one or more of its members to independently perform supervision within the scope specified thereby.
2. If the Supervisory Board is elected by voting in separate groups, each and every group has the right to second one of the members of the Supervisory Board selected by it to perform supervisory activities on an individual and permanent basis.
3. A member of the Supervisory Board seconded to perform supervisory activities on a permanent basis should submit detailed reports on the function performed.
4. The Supervisory Board may request the Management Board of the Bank to prepare, at the Bank's

expense, expert opinions, analyses and studies or to consult, at the Bank's expense, opinions, including but not limited to by an external entity, on matters falling within its competence.

5. The Supervisory Board appoints Audit Committee, Nomination and Remuneration Committee, and Risk Committee.

6. The purpose of the Audit Committee is to support the Supervisory Board in performing its duties by monitoring: the financial reporting process, financial audit activities, the effectiveness and adequacy of internal control and risk management systems and the internal audit function, compliance with laws and procedures regulating the Bank's operations, the independence of the statutory auditor and the audit firm, resources of the Internal Audit Department, and the performance of other tasks stipulated in legal regulations.

7. The purpose of the Nomination and Remuneration Committee is to support the Supervisory Board in the performance of its duties, including by:

- 1) submitting proposals concerning the determination of terms and conditions of agreements regulating the employment relationship between Members of the Management Board and the Bank, including remunerations for members of the Management Board, and proposals concerning the approval of the policy on variable components of remuneration for persons holding managerial positions in the Bank in accordance with separate regulations and in order to submit recommendations to the General Meeting of Shareholders regarding the remuneration for members of the Supervisory Board;
- 2) preparing recommendations regarding the fulfilment of suitability requirements for the purpose of appointment of members of the Management Board of the Bank and members of the Supervisory Board in accordance with separate regulations;
- 3) preparing a report for the General Meeting of Shareholders from the assessment of functioning of the remuneration policy at the Bank.

8. The purpose of the Risk Committee is, in particular, to:

- 1) review the Bank's overall current and future readiness to accept risk;
- 2) review the Bank's risk management strategy and information regarding the implementation of that strategy submitted by the Management Board;
- 3) support the Supervisory Board in the supervision of the implementation of the Bank's risk management strategy by senior management;

- 4) verify whether prices of liabilities and assets offered to customers take fully into account the Bank's business and risk strategies and, where prices do not properly reflect risks in accordance with these strategies,
- to present the Management Board of the Bank with proposals aiming to ensure that the prices of assets and liabilities are adequate to these risks.
9. The rules of operation and tasks of the Audit Committee, the Nomination and Remuneration Committee and the Risk Committee, as well as the procedure and criteria for the selection of members of the Committees, are laid down in the regulations of these Committees adopted by the Supervisory Board.
10. The committees appointed by the Supervisory Board submit annual reports on their activities to the Supervisory Board.

§ 7

1. The Supervisory Board elects a Chairperson, two Vice-Chairpersons and a Secretary of the Supervisory Board from among its members. The Vice-Chairperson of the Supervisory Board may act simultaneously as Secretary of the Supervisory Board.
2. The Chairperson should:
- 1) possess good knowledge of the banking market in Poland, thanks to the fulfilment of the following criteria cumulatively: having professional experience in the Polish market appropriate to the supervisory function performed at the Bank, having a permanent residence in Poland, having a good command of the Polish language and
 - 2) have the ability to manage the team.
- Furthermore, it is desirable for the Chairperson to be independent.
3. The Chairperson, Vice-Chairperson and Secretary of the Supervisory Board are elected by the Supervisory Board at its first meeting convened by the Management Board of the Bank. The decision to convene the first meeting should be taken within two weeks from the date of appointment of the Supervisory Board by the General Meeting of Shareholders.
4. The Supervisory Board may at any time dismiss and re-elect a member of the Supervisory Board from the function of Chairperson, Vice-Chairperson and/or Secretary of the Supervisory Board. The re-election takes place at the meeting at which the dismissal took place.
5. In the event of absence, the Chairperson is substituted by the Vice-Chairperson designated by it,

who may exercise all its rights and duties. The Supervisory Board may lay down rules for the substitution of the Chairperson by each Vice-Chairperson. The rules for substituting them, if adopted, constitutes an appendix to these Regulations.

6. Where the Chairperson, any of the Vice-Chairpersons and/or the Secretary of the Supervisory board cease to perform their duties for reasons other than dismissal by the Supervisory Board, the re-election of the vacant functions is held at the next meeting of the Supervisory Board.

7. Resolutions on the selection, dismissal or suspension of the persons referred to in paragraph 1 are passed by an absolute majority of votes in the presence of at least half of the members of the Supervisory Board.

Until the Chairperson is elected, the meeting is chaired by the oldest member of the Supervisory Board.

§ 8

1. The Secretary of the Supervisory Board, in agreement with the Chairperson or Vice-Chairperson designated by the Chairperson, prepares a draft work plan of the Supervisory Board for a given financial year.

2. The Supervisory Board adopts the work plan at the latest at the first meeting in a given financial year to which the work plan relates.

3. The work plan of the Supervisory Board may be modified or supplemented during the financial year at the request of a member of the Supervisory Board or the Management Board of the Bank.

§ 9

1. Subject to Article 389 § 2 of the Commercial Companies Code, the Meeting of the Supervisory Board is convened by its Chairperson.

2. Meetings of the Supervisory Board are convened as necessary, but not less frequently than every two months.

3. Notwithstanding the meetings referred to in paragraph 2, meetings should be convened if such a written request is made by the Management Board of the Bank or a member of the Supervisory Board.

If this is the case, the meeting is convened within two weeks of receipt of the request.

4. Meetings of the Supervisory Board are held in the Bank's Headquarters housed at ul. Żwirki i

Wigury 31 in Warsaw or in another place indicated in the notice of convening the meeting.

5. The Supervisory Board hold meetings by means of direct distance communication by telephone or by means of an electronic video or sound transmission system, including a teleconference system.

6. Meetings of the Supervisory Board are held in Polish unless the majority of the members of the Supervisory Board do not speak Polish. If necessary, the Management Board of the Bank provides the necessary assistance of the translator/interpreter.

§ 10

1. Unless otherwise stipulated in the Regulations, any notices or information provided for in the Regulations are sent to members of the Supervisory Board by e-mail to e-mail addresses assigned to members of the Supervisory Board by the Bank. Members of the Supervisory Board are obliged to use e-mail addresses assigned by the Bank in electronic correspondence with the Bank or in electronic correspondence in matters of the Supervisory Board provided for in these Regulations.

2. Notices on convening a meeting of the Supervisory Board are sent to the members of the Supervisory Board at least 7 days before the date of the meeting. A person authorised to convene a meeting may, in justified cases, waive the above-mentioned notification period and apply a method other than that specified in paragraph 1, to notify the members of the Supervisory Board of the date, time and place of the meeting.

3. The notices of convening the meeting of the Supervisory Board should specify the agenda, date and place of the meeting. Materials relating to matters covered the agenda should be provided together with the notice of convening the meeting.

In extraordinary circumstances, the Chairperson (or, in the absence of contact with the Chairperson, one of the Vice-Chairpersons) may decide that material relating to matters covered the agenda may be delivered at a later date, but not later than 3 business days before the meeting.

This time limit may be further shortened if the need to meet it would result in the Supervisory Board's inability to adopt a resolution within a time limit allowing the Bank to comply with the requirements set out in the provisions of law, or all members of the Supervisory Board agree to delivery of materials on a later date (for the avoidance of doubt, such consent may be expressed by e-mail).

4. The agenda of the Supervisory Board may be changed during the meeting to which it relates if all members of the Supervisory Board are present at the meeting and they agree to

change the agenda.

5. The agenda may also be changed if specific actions taken by the Supervisory Board are necessary to protect the Bank against damage, as well as in the case of a resolution aimed at assessing whether there is a conflict of interest between a member of the Supervisory Board and the Bank.

§ 11

1. For the resolutions of the Supervisory Board to be valid, all members of the Supervisory Board must be notified of the meeting and at least half of its members, including the Chairperson or one of the Vice-Chairpersons, must participate in the meeting, subject to § 7 paragraph 7.

2. In the event of a conflict of interest or a possibility of a conflict of interest, a member of the Supervisory Board should inform the Supervisory Board about this fact and refrain from taking the floor in the discussion and voting on the adoption of a resolution on the matter in relation to which the conflict of interest or the possibility of the conflict of interests has arisen.

3. Resolutions of the Supervisory Board adopted at the meetings are adopted by an absolute majority of votes of the members of the Supervisory Board participating in the ballot.

4. In an extraordinary circumstance, the resolution of the Supervisory Board may be adopted at the meeting of the Supervisory Board using means of direct distance communication via telephone or ICT video or sound transmission system, including the teleconference system or using an electronic system enabling voting, provided that all members of the Supervisory Board are notified in advance of the content of the draft resolution and the manner of remote communication in order to adopt the resolution. The Chairperson, and if the Chairperson is unable to sign it, the Vice-Chairperson signs the document of the resolution adopted by means of direct remote communication.

5. In an extraordinary circumstance, it is also possible to adopt a resolution with the use of means of direct distance communication in the form of e-mail or an electronic system enabling voting to be held outside the meeting of the Supervisory Board.

In order to adopt the resolution in the manner as indicated above, all members of the Supervisory Board should be notified of the voting by e-mail or electronic system enabling the vote to be held, of the content of the draft resolution, of the time limit for voting, as well as of the manner in which the vote is going to be cast by e-mail.

The Chairperson prescribes a time limit for voting.

A resolution using e-mail or an electronic system enabling voting is adopted by an absolute majority of votes, understood in this case as a vote in favour of the adoption of the resolution by more than half of all members of the Supervisory Board. The resolution is presented by the Chairperson at the next meeting of the Supervisory Board, together with the result of the vote.

The Chairperson, and if the Chairperson is unable to sign it, the Vice-Chairperson signs the document of the resolution adopted by means of direct remote communication.

6. In extraordinary circumstances, the resolution of the Supervisory Board may be adopted in writing (by circulation). The resolution is deemed to have been adopted in this manner when its draft is delivered to all members of the Supervisory Board. A resolution adopted by an absolute majority of votes is understood in this case as the affixing of handwritten signatures “in favour” of the resolution by more than half of all members of the Supervisory Board.

7. (rescinded)

8. The Chairperson orders a secret ballot at the request of at least one member of the Supervisory Board.

9. (rescinded)

10. Applications of an organisational nature may be examined even if they have not been placed on the agenda of the meeting of the Supervisory Board.

§ 12

Meetings of the Supervisory Board are chaired by its Chairperson.

§ 13

1. Sequentially numbered minutes are drawn up from meetings of the Supervisory Board, reflecting the course of the meeting and containing, *inter alia*: names of the members of the Supervisory Board present at the meeting and, if applicable, voting in the manner specified in § 11 paragraph 4, agenda, wording of resolutions adopted, number of votes cast for individual resolutions and, if separate opinions have been submitted, information about them and the reasons for their submission.

2. The recording clerk is appointed by the Secretary of the Supervisory Board.

3. Minutes are adopted at the next meeting of the Supervisory Board. A member of the Supervisory Board may request that the minutes be rectified at the latest at the time of its adoption.

4. Minutes are signed

by the members of the Supervisory Board present at the meeting on which the minutes are drawn up.

5. Minutes of the meeting of the Supervisory Board held in the manner specified in § 11 paragraph 4 are signed by all members of the Supervisory Board participating in the meeting. Minutes should also include a reference to the fact that all members of the Supervisory Board have been notified in advance of the content of the draft resolution and the manner of distance communication in order to adopt the resolution.

6. Minutes of the meetings of the Supervisory Board for the period of the joint term of office of the members of the Supervisory Board are grouped in a collection and stored in the Bank's Headquarters housed at ul. Żwirki i Wigury 31 in Warsaw.

7. Minutes from the meeting of the Supervisory Board and the content of resolutions adopted or other material decisions of the Supervisory Board should be drawn up in Polish or translated into Polish if they have been drawn up in a language other than Polish.

8. Cooperation of the Supervisory Board with the audit firm must be documented.

§ 14

1. Meetings of the Supervisory Board, except for matters pertaining directly to the Management Board of the Bank or its members, in particular appeals, liability and determination of remuneration, should be available and open to members of the Management Board.

2. Bank employees and other persons may be invited to the meetings of the Supervisory Board.

If the subject of the meeting of the Supervisory Board involves issues related to the internal control system, including ensuring compliance, internal audit or risk management, a person in charge of the internal audit unit and a person in charge of the compliance unit or persons substituting them must be invited to the meetings of the Supervisory Board.

§ 15

The meeting Chairperson may order the deliberations without the participation of persons outside the Supervisory Board. Minutes of such meetings are drawn up by the Secretary of the Board and, in the event of its absence, by a member of the Supervisory Board appointed by the Chairperson, and kept by the Secretary of the Supervisory Board.

§ 16

Members of the Supervisory Board receive remuneration for participation in the operations of the Supervisory Board, the amount of which is determined by the General Meeting of Shareholders.

§ 17

The costs of operation of the Supervisory Board are borne by the Bank.