

Justification to drafts of the resolutions of the Extraordinary General Meeting dated 22 September 2016

Point 5 sub point a) of the agenda of the General Meeting

Due to the resignation of Supervisory Board member Mr. Dariusz Mioduski, there is a need to appoint a new member of the Supervisory Board that is a Polish citizen. Pursuant to § 14.1 of the Articles of Association, at least half of the members of the Supervisory Board, including its Chairman, should be Polish citizens.

Point 5 sub point b) of the agenda of the General Meeting

The proposed amendment to § 14 item 1 of the Articles of Association is to clarify the rules related to the functioning of the Supervisory Board if the number of members holding Polish citizenship falls below the expected level specified in the Articles of Association. It is envisaged in the proposed amendment, that in such a case, the Management Board should take up actions in order to complete the composition of the Supervisory Board. The obligation of the Management Board to act stems from the need to ensure timely supplement of the composition of the Supervisory Board by members meeting the conditions provided for in the Articles of Association. Analyzing the current content of § 14 item 1, sentence 3 of the Articles of Association of the Bank, it can be concluded that its aim is to ensure that the Supervisory Board is composed of an appropriate number of members who have knowledge of the Polish financial market and who are fluent in Polish. This provision is a general directive that the General Meeting should follow when appointing members of the Supervisory Board. In particular, it does not specify minimum number of Supervisory Board members and does not constitute a criterion similar to the requirement for a quorum when adopting resolutions. As a result, the intention of the proposed amendment is to clarify that even when there is an insufficient number of Supervisory Board members who hold Polish citizenship, the Supervisory Board shall continue to be entitled to act and adopt effective resolutions.

The amendment shall require permission of the Polish Financial Supervision Authority.