

Warsaw, 26.01.2018 r.

OPINION OF THE MANAGEMENT BOARD ON THE EXCLUSION OF EXISTING SHAREHOLDERS OF PRE-EMPTIVE RIGHTS TO C SERIES SHARES

The Management Board of the Bank hereby recommends to the General Meeting of the Bank („General Meeting”) to adopt a resolution to deprive the shareholders of pre-emptive rights in connection with the resolution adopted by the Management Board of the Company on 26.01.2018 in the form of a notarial deed Rep. A No. 3683/2018 on the increase of the initial capital of the Company by way of private subscription of C series bearer shares (“MB Resolution”). The MB Resolution shall come into force provided the General Meeting adopts resolution on exclusion of existing shareholders of pre-emptive rights.

One of the guidelines of the Bank’s Restructurisation Proceedings Program for the years 2017-2021 is to strengthen its capital base.

In order to ensure flexible adjustment of the amount of the share capital, the General Meeting adopted a resolution to authorize the Management Board to increase the initial capital by the amount not higher than PLN 240,000,000 within the target capital and to set the parameters of the issue. This authorization is reflected in Article 29a of the Articles of Association of the Company.

According to the provisions of the Polish Code of Commercial Companies and Partnerships and Article 29a(6) of the Articles of Association of the Company, the Management Board is not authorized to deprive shareholders of pre-emptive rights, as it is solely within the scope of General Meeting competence.

Having in mind the current capital needs of the Bank, in the opinion of the Management Board procuring funds from the entities related by capital or person with Dr Leszek Czarnecki, and depriving at the same time existing shareholders of pre-emptive rights shall allow relatively quickly to increase the Bank’s funds.

The Management Board also considered alternative way of procuring funds, i.e. by way of public offering. However, taking into consideration (i) current market situation, (ii) lack of tendency of investors to acquire shares of financial Institutions, (iii) current Company’s quotations, (iv) schedule and considerable costs of conducting such transaction, the risk of potential failure of public offering is high in the opinion of the Management Board.

Additionally, potential failure of the public offering would also cause losses in terms of image.

Taking into consideration the above, the Management Board of the Company decided to offer C series shares within the private subscription to chosen entities related by capital or person with Dr Leszek Czarnecki. It must be

noted that the negotiations may concern both taking up C series shares and long-term further engagement of particular investors in increasing the Bank's capital base.

The proposed nominal price of C series shares, i.e. PLN 2.73 per share is equal to nominal value of the Bank's share. The proposed price for one asset is the minimum issue price permitted by law according to Article 309(1) read with 431(7) of the Polish Commercial Companies Code. In the opinion of the Management Board the issue price is in no way unjust for the shareholders that hold shares currently admitted to public trading.