

## PROPOSED AMENDMENTS TO THE COMPANY STATUTES

The General Meeting is hereby presented with the proposed amendments to the Bank's Statutes:

**a) §25 (2)-(3) shall have the following new wording:**

“§ 25

2. *The Bank's Management Board shall design, implement and ensure efficient operation of the internal control system.*
3. *The purpose of the internal control system shall be to support the decision-making processes, enabling to ensure:*
  - a. *efficient and effective operation of the Bank,*
  - b. *reliable financial reporting,*
  - c. *compliance with the principles of risk management in the Bank,*
  - d. *compliance of the Bank's operations with the law, prudential regulations, internal regulations and market standards."*

**b) §25 (5) shall have the following new wording:**

“§ 25

5. *The internal control system includes:*
  - 1) *control function, consisting of control mechanisms, independent monitoring of compliance with the control mechanisms as well as reporting,*
  - 2) *compliance unit, whose task it is to identify, evaluate (through measurement or estimation), monitor and report the risk of non-compliance and to design non-compliance risk control mechanisms,*
  - 3) *internal audit, whose task it is to examine and assess, in an independent and objective manner, the adequacy and effectiveness of the internal control system and to provide opinions on the Bank's management system, including the effectiveness of the management of risks associated with the Bank's activities."*

**c) §26 (1)-(2) of the Bank's Statutes shall have the following new wording:**

“§ 26

1. *The status of the Internal Audit Department and the compliance unit shall guarantee autonomy and objectivity of its operations and powers necessary to carry out their tasks.*
2. *The Internal Audit Department and the compliance unit report directly to the President of the Bank's Management Board."*

The proposed amendments to the provisions of the Statutes are connected with the adjustment of the Bank's Statutes to the provisions of the Act of 5 August 2015 on Microprudential Oversight of the Financial System and Crisis Management in the Financial System (Dz.U. 2015.1513) in the scope of the rules concerning operation of the management system, including internal control system.

**d) § 29 (1) of the Statutes in connection with the increase in the share capital by issuance of D-series shares through open offering with the exclusion of pre-emptive rights of the shareholders shall have the following wording:**

“§ 29

1. *The Company's share capital is PLN 2,751,630,417.90 (in words: two billion seven hundred fifty one million six hundred thirty thousand four hundred seventeen and 90/100) and it is divided into:*
  - a) *883,381,106 (eight hundred eighty three million three hundred eighty one thousand one hundred six) A-series shares,*
  - b) *18,315,019 (eighteen million three hundred fifteen thousand nineteen) B-series shares,*
  - c) *69,597,068 (sixty nine million five hundred ninety seven thousand sixty eight) C-series shares and*
  - d) *36,630,037 (in words: thirty six million six hundred thirty thousand thirty seven) D-series shares,*

*each share of the nominal value of PLN 2.73 (two point seventy three)."*

The suggested amendment of the provisions of the Statutes results from the resolution no. III/25/07/2018 on increase of the share capital by issuing D-series ordinary bearer shares through open offering, termination of all pre-emptive rights of the current shareholders, dematerialization and application for admittance to trading of the D-series shares on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.) Pursuant to Art. 431 § 1 of CCC, an increase in the share capital shall require amendment to the Statutes.

- e) § 29 (1) of the Statutes in connection with the increase in the share capital by issuance of E-series shares through open offering with the exclusion of pre-emptive rights of the shareholders shall have the following wording:**

*"§ 29*

*1. The Company's share capital is PLN 2,851,630,418.91 (in words: two billion eight hundred fifty one million six hundred thirty thousand four hundred eighteen and 91/100) and it is divided into:*

- a) 883,381,106 (eight hundred eighty three million three hundred eighty one thousand one hundred six) A-series shares,*
  - b) 18,315,019 (eighteen million three hundred fifteen thousand nineteen) B-series shares,*
  - c) 69,597,068 (sixty nine million five hundred ninety seven thousand sixty eight) C-series shares*
  - d) 36,630,037 (in words: thirty six million six hundred thirty thousand thirty seven) D-series shares and*
  - e) 36,630,037 (in words: thirty six million six hundred thirty thousand thirty seven) E-series shares,*
- each share of the nominal value of PLN 2.73 (two point seventy three)."*

The suggested amendment of the provisions of the Statutes results from the resolution no. V/25/07/2018 on increase of the share capital by issuing E-series ordinary bearer shares through open offering, termination of all pre-emptive rights of the current shareholders, dematerialization and application for admittance to trading of the E-series shares on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.) Pursuant to Art. 431 § 1 of CCC, an increase in the share capital shall require amendment to the Statutes.