

## 1.1 STATEMENT OF COMPLIANCE WITH THE CORPORATE GOVERNANCE PRINCIPLES

Corporate governance policies and scope of application  
Control systems in the process of preparation of the financial statements  
Articles of Association of PKO Bank Polski SA  
General Shareholders' Meeting  
Supervisory Board of PKO Bank Polski SA during the reporting period  
Management Board of PKO Bank Polski SA during the reporting period

### 1.1.1 CORPORATE GOVERNANCE POLICIES AND SCOPE OF APPLICATION

Corporate governance principles included in the document titled "Best Practice for GPW Listed Companies 2016"  
Corporate governance principles for supervised institutions issued by the PFSA

#### CORPORATE GOVERNANCE PRINCIPLES INCLUDED IN THE DOCUMENT TITLED "BEST PRACTICE FOR GPW LISTED COMPANIES 2016"

In relation to the "Best Practice for GPW Listed Companies 2016" coming into force as of 1 January 2016, the Bank adopted the principles and recommendations contained in this document, with the reservation that recommendation IV.R.2., which concerns enabling the shareholders to participate in the General Shareholders' Meeting using electronic means of communication would not be applied, unless the General Shareholders' Meeting makes appropriate amendments to the Bank's Articles of Association which authorize the Management Board to organize a General Meeting using means of electronic communication. The Bank applies recommendation IV.R.2 in part concerning the real-time broadcast of General Shareholders' Meetings. PKO Bank Polski SA enables participation by shareholders, who are interested in taking part in General Shareholders' Meetings, by setting convenient dates and times for such meetings. In 2019, no incidental breaches of the Principles occurred in the Bank.

The text of the "Best Practice for GPW Listed Companies 2016" is publicly available on the official website of the Warsaw Stock Exchange, at <https://www.gpw.pl/dobre-praktyki>.

Since 1 January 2016, information on the status of the Bank's application of recommendations and principles included in the "Best Practice for GPW Listed Companies 2016" is available on the Bank's website, at (<http://www.pkobp.pl/grupa-pko-banku-polskiego/relacje-inwestorskie/lad-korporacyjny/dobre-praktyki-spolek-notowanych-na-gpw-2016>). This information is prepared on the form provided by the Warsaw Stock Exchange and shows the detailed status of compliance or non-compliance with each of the recommendations and principles, and results directly from the application of principle I.Z.1.13.

#### KEY ACTIVITIES UNDERTAKEN BY PKO BANK POLSKI SA IN ORDER TO ENSURE COMPLIANCE WITH THE PRINCIPLES AND RECOMMENDATIONS INCLUDED IN THE "BEST PRACTICE FOR GPW LISTED COMPANIES 2016"

##### INFORMATION POLICY AND COMMUNICATION WITH INVESTORS

The Bank continued activities aimed at ensuring that the recommendations and principles contained in this section of the Best Practice are applied as broadly as possible, both in the area of communication with investors and enabling them to use modern communication channels, and in the area of information policy and providing the required information by its publication on the website and in reports.

PKO Bank Polski SA maintains regular contact with investors, using various means of communication preferred by investors. Questions can be asked by e-mail, by telephone or during face-to-face meetings with the Bank's representatives. Moreover, in accordance with the "Best Practice for GPW Listed Companies 2016", information about sponsoring and charity activities is included in the report.

The Bank also has recommended internal regulations with regard to providing explanations and rectifications relating to untrue, imprecise or harmful information presented in the media.

In accordance with the principles defined in the "Best Practice for GPW Listed Companies 2016", the Bank operates a corporate website in two language versions: Polish and English. The website provides all information and corporate documents required under the "Best Practice for GPW Listed Companies 2016", including, inter alia, information about the status of the Bank's compliance with the recommendations and principles contained in the "Best Practice for GPW Listed Companies 2016".

In 2019, as part of the organization of the Bank's General Shareholders' Meetings, materials to be submitted to the General Meeting were published on the Bank's website, including, among other things, assessments, reports and positions submitted by the Supervisory Board of the Bank, justifications for all draft resolutions, in particular resolutions pertaining to matters and decisions of significant importance or potentially giving rise to any doubt by the shareholders. Information about the planned transmission of a

General Meeting was published no later than 7 days before the date of the General Meeting. Audio or video recordings of General Meetings of the Bank's Shareholders are also available on the Bank's website.

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## MANAGEMENT BOARD AND SUPERVISORY BOARD

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Principles and recommendations contained in this section were complied with. Both the Management Board and the Supervisory Board adopted the "Best Practice for GPW Listed Companies 2016".

In particular, persons who have high qualifications and experience are appointed to the Bank's Management Board and Supervisory Board. The internal allocation of responsibilities for individual areas of activities to members of the Management Board is published on the Bank's website. In 2019, the functions on the Bank's Management Board were the main area of the professional activity of members of the Bank's Management Board. The introduction to duties and succession planning is stipulated in the policy adopted by the Supervisory Board in respect of the appropriateness of members of the Management Board.

In 2019, members of the Supervisory Board devoted the time necessary to perform their duties. Ten meetings of the Supervisory Board of the Bank were held in 2019.

In accordance with the "Best Practice for GPW Listed Companies 2016", the required number of members of the Board met the independence criteria. In accordance with their declarations, 9 out of 11 members of the Supervisory Board are independent. Additionally, the person performing the function of Chair of the Audit Committee met the independence criteria.

The Supervisory Board prepared and presented to the Annual General Shareholders' Meetings the requisite assessment of the company's standing, in consideration of internal controls assessment, risk management, compliance and internal audit functions, and a report on the activities of the Supervisory Board. Additionally, the Supervisory Board prepared and presented to the Annual General Shareholders' Meetings an assessment of the manner of fulfilment of information duties by the Bank with respect to the application of corporate governance principles, and an assessment of the rationality of the policy pursued by the Bank with respect to sponsorship and charity activities. In 2019 the Supervisory Board examined and gave a positive opinion on the draft resolutions of the Annual General Shareholders' Meetings presented to the General Meeting convened for 6 May 2019 and draft resolutions of the Extraordinary General Shareholders' Meeting convened for 17 September 2019.

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## INTERNAL SYSTEMS AND FUNCTIONS

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The regulations and practices binding in PKO Bank Polski SA fully satisfied the requirements specified in the section of the "Best Practice for GPW Listed Companies 2016".

In particular, the Bank's organizational structure is adequate to the size and nature of activities, as well as risk incurred. Independent units responsible for the performance of tasks in individual systems or functions, or parts thereof, were separated.

Internal regulations of the Bank describe the Management Board's responsibility for the internal control system and risk management system, direct subordination of persons responsible for risk management, internal audit and compliance, the possibility of reporting directly to the Supervisory Board or the audit committee, the application of independence principles with regard to the manager of the internal audit function and other persons responsible for that function.

In accordance with the requirement of the "Best Practice for GPW Listed Companies 2016", the effectiveness of systems and functions is verified and monitored.

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## GENERAL SHAREHOLDERS' MEETING AND SHAREHOLDER RELATIONS

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In respect of the organization of the General Meetings of Shareholders, the Bank decided not to apply the recommendation which concerns enabling the shareholders to participate in the General Shareholders' Meeting using electronic communication, unless the General Shareholders' Meeting makes appropriate amendments to the Bank's Articles of Association. This decision was taken in consideration of the organizational and legal risk related to this method of communication.

Within the remaining scope, in the opinion of the Bank, General Shareholders' Meetings were arranged in compliance with the requirements of the "Best Practice for GPW Listed Companies 2016".

In particular, the Bank endeavoured to ensure that, as far as possible, Annual General Shareholders' Meetings are held within a reasonably short period from the publication of the annual report.

The Bank set the place and date of General Meetings so as to allow the greatest possible number of shareholders to participate in the Annual General Shareholders' Meeting convened for 6 May 2019 and the Extraordinary General Shareholders' Meeting convened for 17 September 2019. Draft resolutions of the General Shareholders' Meetings were prepared and presented together with the justification thereof.

The dividend date and the dates of dividend distribution were determined so as to make sure that the period separating them was no longer than 15 business days.

Furthermore, the Bank ensured a public broadcast of the General Shareholders' Meeting during the Annual General Shareholders' Meetings of 6 May 2019 and Extraordinary General Shareholders' Meeting of 17 September 2019, as well as the presence of the media.

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## CONFLICT OF INTERESTS AND RELATED PARTY TRANSACTIONS

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The internal regulations of PKO Bank Polski SA guarantee compliance with the recommendations and principles included in the “Best Practice for GPW Listed Companies 2016”. The Bank has internal regulations on conflict of interest management, including carrying out professional or other activities which might cause a conflict of interest. The rules of the Management Board and Supervisory Board define the principles for excluding members of these authorities from participation in the examination of matters involving conflicts of interest. If a situation that could lead to a potential conflict of interest has occurred, the persons concerned are obliged to disclose the situation.

Moreover, the Bank has internal regulations in place for monitoring and restricting the possibilities of receiving benefits or gifts which could affect the independence and objectivity of decision makers or have an adverse effect on the independence of opinions and judgements.

The rules of the Management Board and of the Supervisory Board stipulate the possibility of voicing a *votum separatum* with a justification to the resolutions passed by Members voting against a resolution.

Transactions with related parties and significant shareholders are concluded on an arm’s length basis, in accordance with consistent and uniform policies, based on the Bank’s internal regulations. Furthermore, the Bank’s Articles of Association stipulate that the Bank cannot conclude a significant agreement with a shareholder holding at least 5% of the total number of votes at the Bank, or with a related entity, without the prior approval of the Supervisory Board. This requirement shall not apply to standard transactions or transactions concluded on an arm’s length basis in the course of the Bank’s normal operating activities, if they are concluded with members of the Bank’s Group.

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## REMUNERATION

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The Bank follows the principles of the “Best Practice for GPW Listed Companies 2016” with respect to remuneration. In accordance with the requirements thereof, the Bank’s Directors’ Report includes information on the remuneration policy comprising elements specified in the “Best Practice for GPW Listed Companies 2016” and the regulation on current and periodical information.

In the Bank’s opinion, the remuneration policy is connected with the strategy as well as with short- and long-term goals, long-term interests and financial results, and takes into account the solutions necessary to avoid discrimination on whatever grounds. The Bank also assesses the policy in this respect.

The remuneration of Members of the Bank’s Management Board and its key managers is directly linked to the Bank’s financial situation and the growth of its value through appropriate bonus targets and payment deferral and suspension mechanisms, as well as the relevant financial instrument used to settle part of the remuneration.

The remuneration of Members of the Supervisory Board is not linked to any options, other derivatives or any other variable factors, nor is it dependent on the Bank’s results.

Additionally, the Remuneration and Nominations Committee functions within the Supervisory Board of the Bank.

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## CORPORATE GOVERNANCE PRINCIPLES FOR SUPERVISED INSTITUTIONS ISSUED BY THE POLISH FINANCIAL SUPERVISION AUTHORITY

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The Bank accepted for use the “Principles of Corporate Governance for Supervised Institutions” (adopted by the Polish Financial Supervision Authority on 22 July 2014) with respect to the competencies and obligations of the Management Board, i.e. managing the Bank’s affairs and its representation, in compliance with the generally binding laws and the Bank’s Articles of Association. Nevertheless, the Bank assumed that paragraph 8, section 4 of the “Corporate Governance Principles for supervised institutions”, insofar as it relates to allowing the shareholders the possibility of participating in the meetings of the decision-making authority electronically, will not be applied, unless the General Shareholders’ Meeting makes appropriate amendments to the Bank’s Articles of Association which would authorize the Management Board to organize the General Shareholders’ Meetings using electronic means of communication. Chapter 9 of the Principles, concerning the managing of assets at the Customer’s risk, will not be applied due to the fact that the Bank does not conduct such activities.

The Bank’s Supervisory Board adopted for use the “Corporate Governance Principles for supervised institutions” (Principles) concerning the responsibilities and obligations of the Supervisory Board, i.e. supervising the conduct of the Bank’s affairs in compliance with the generally binding laws and the Bank’s Articles of Association.

In its resolution of 2015, the General Shareholders’ Meeting of the Bank declared that, acting in line with its competencies, it will follow the “Corporate Governance Principles for supervised institutions” issued by the Polish Financial Supervision Authority, although it ruled out the application of the principles set out in:

- § 8 section 4 of the Principles, within the scope pertaining to ensuring the possibility of the electronic participation of shareholders in meetings of the decision-making body;
- §10 section 2 of the Principles, with respect to the introduction of personal rights or other special rights for shareholders;

- § 12 section 1 of the Principles pertaining to the responsibility of shareholders for immediate recapitalization of the supervised institution;
- § 28 section 4 of the Principles with respect to assessing by the decision-making body whether the determined remuneration policy promotes the development and security of the supervised institution.

Waiving the application of the principle set out in § 8 section 4 was in line with the prior decision of the Annual General Shareholders' Meeting of PKO Bank Polski SA of 30 June 2011, reflected in not adopting the resolution on amendments to the Articles of Association of the Bank, the aim of which was to enable participation in the General Shareholders' Meeting through electronic means of communication. The decision not to apply this principle was taken because of the legal and organizational-technical risks, which could jeopardize the proper conduct of the General Meeting. The application of other Principles specified in the resolution of the Annual General Shareholders' Meeting was waived based on these proposals by an eligible shareholder of the Bank – the State Treasury.

In accordance with the justification presented by the State Treasury together with the proposed draft resolution of the Annual General Shareholders' Meeting, waiving the application of the principle specified in §10 section 2 and §12 section 1 was justified by the uncompleted process of the Bank's privatization by the State Treasury.

Waiving the application of the principle set out in § 28 section 4 was justified, in accordance with the motion of the State Treasury, by the excessive scope of the remuneration policy in question, subject to the assessment of the decision-making authority.

In the opinion of the above mentioned shareholder, the policy for remunerating employees who perform key functions but who are not members of the supervisory and management authorities, should be assessed by the employer or the principal, i.e. the Bank represented by the Management Board, the activities of which are supervised by the Supervisory Board.

The text of the Principles is published on the Polish Financial Supervision Authority's website at the address:  
[https://www.knf.gov.pl/dla\\_ryнку/Zasady\\_ladu\\_korporacyjnego](https://www.knf.gov.pl/dla_ryнку/Zasady_ladu_korporacyjnego)

## 1.1.2 CONTROLS IN THE PROCESS OF PREPARING FINANCIAL STATEMENTS

Internal control system Controls in the process of preparing financial statements Audit firm
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### INTERNAL CONTROL SYSTEM

PKO Bank Polski SA has an internal control system functioning as part of the Bank's management system. Designing, implementing and ensuring the functioning of the adequate and effective internal control system is the responsibility of the Bank's Management Board. The Supervisory Board supervises the implementation and the functioning of the internal control system, and evaluates its adequacy and effectiveness, including the adequacy and effectiveness of the control functions, compliance unit, and the internal audit unit. The internal control system is evaluated based on agreed assessment criteria and taking into account information provided by the Bank's Management Board, Supervisory Board Audit Committee, compliance unit and the internal control unit, findings of the statutory auditor and findings resulting from supervisory activities of responsible institutions, as well as other information and documents material from the point of view of adequacy and effectiveness of the internal control system. In this respect, the Supervisory Board is supported by the Supervisory Board Audit Committee that is responsible, in particular, for monitoring the effectiveness of the internal control system.

The objectives of the internal control system are as follows:

- ensuring the efficiency and effectiveness of the Bank's operations;
- reliability of the financial reporting;
- compliance with risk management principles in the Bank;
- compliance of the Bank's activities with the generally binding legal regulations, internal regulations of the Bank, supervisory recommendations and market standards adopted in the Bank.

The internal control system is arranged at the Bank on three independent levels (lines):

- the first level (line) consists of organizational structures of the Bank that carry out operational activities, in particular: sales of products and Customer service, as well as other organizational structures of the Bank that perform risk-generating operational tasks and operate under separate internal regulations of the Bank;

- the second level (line) is composed of activities of the compliance unit, as well as identification, measurement, control, monitoring and reporting of risks, and threats and irregularities – tasks are performed by specialized organizational structures operating under applicable policies, methodologies and procedures; the purpose of these structures is to ensure that the activities implemented at the first level are properly designed and effectively reduce the risk, support risk measurement and analysis and business effectiveness;
- the third level (line) is internal audit, which carries out independent audits of elements of the Bank's management system, including the risk management system and the internal control system. The internal audit operates separately from the first and second level.

The internal control system in the Bank comprises:

- control function;
- compliance unit;
- independent internal audit unit.

The control function ensures compliance with controls relating, in particular, to risk management at the Bank; this function covers all of the Bank's units, and the organizational positions in these units responsible for the performance of tasks allocated to this function.

The control function consists of:

- controls;
- independent monitoring of controls;
- reporting.

PKO Bank Polski SA identifies, and the Bank's Management Board approves a list of material processes which have a significant impact on the performance of the internal control system objectives and the Bank's business goals, and ensures periodical reviews of the processes functioning at the Bank with regard to their materiality.

Controls are embedded in the processes in place at PKO Bank Polski S.A. and IT applications. These controls are tailored to the objectives of the internal control system and the specific nature of the operations conducted by the Bank. These controls are subject to independent monitoring including a periodical evaluation of their adequacy and effectiveness.

The compliance unit is an organizationally independent unit that plays a key role in ensuring compliance and management of non-compliance risk understood as risk legal sanctions, financial losses, or loss of reputation, if the Bank, the Bank's staff or entities acting on behalf of the Bank fail to comply with the universally applicable provisions of law, internal regulations, or market standards adopted by the Bank. The objective of the compliance unit is developing solutions aimed at ensuring compliance, and non-compliance risk management, as well as identifying, assessing, controlling, monitoring and reporting this risk at the Bank.

The internal audit carries out independent and objective assurance and advisory activities in order to:

- assess the adequacy and effectiveness of the risk management system and the internal control system at the first and the second level of the internal control system, taking into account adequacy and efficiency of risk controls and controls selected for the audit (assurance activities);
- value creation and identifying potential improvements of processes at the Bank (advisory activities).

The assessment of individual areas of the Bank's operations is carried out in a systematic and organized manner. Suggestions and recommendations issued under the audit are aimed at eliminating identified gaps and increasing the quality and effectiveness of the functioning of the Bank.

Information on irregularities, assessment results and other material issues identified by individual elements of the internal control system are presented in periodic reports for the Management Board of PKO Bank Polski SA, the Supervisory Board Audit Committee of PKO Bank Polski SA, or the Supervisory Board of PKO Bank Polski SA.

On its website ([www.pkobp.pl](http://www.pkobp.pl)) PKO Bank Polski SA gave a description of its internal control system which takes into account, in particular, a description of goals: objectives of the internal control system; the role of the Management Board, Supervisory Board and the Audit Committee of the Supervisory Board, three independent levels on which the internal control system is organized, i.e. the control function, compliance unit and internal audit unit.

Other entities of the Bank's Group have internal control systems adapted to the specific nature of the entities' operations. These entities develop and implement internal regulations defining, in particular, control tasks performed within the framework of the internal control system, and the allocation of responsibility for these tasks. The manner of functioning of internal control systems depends on the size and scope of the business of entities making up the Bank's

Group. The majority of the entities have separated organizational units or positions that report directly to the Management Board or the Supervisory Board of the particular entity. If this is justified by the operating profile of the company and its organizational structure (small entities with a limited scope of business) the internal control functions are performed by the management staff, without structurally separating this function or internal control unit.

#### CONTROLS IN THE PROCESS OF PREPARING THE FINANCIAL STATEMENTS

In order to ensure the reliability and correctness of the process of preparing the financial statements, the Bank designed and implemented a number of controls that are embedded in the functions of reporting systems and internal regulations concerning this process. These controls involve among others things the use of continuous verification and reconciliation of reporting data to the accounting records, sub-ledger accounts and other documents providing the basis for financial statements, and with binding accounting and reporting standards.

The process of preparing financial statements is subjected to regular multi-level verification, in particular with regard to the correctness of the account reconciliation, substantive analysis and reliability of the information. In accordance with the internal regulations, the financial statements are approved by the Management Board of PKO Bank Polski SA and the Audit Committee of the Supervisory Board appointed by the Supervisory Board of PKO Bank Polski SA in 2006.

The tasks of the Audit Committee of the Supervisory Board include, among other things, monitoring the financial reporting process including the review of separate and consolidated interim and annual financial statements, with particular emphasis on:

- information on substantial changes in the accounting and reporting policy and in the method of making significant management estimates and judgements for the purposes of financial reporting, as well as compliance of the financial reporting process with the applicable law;
- significant adjustments resulting from the audit and the auditor's opinion on the audit of the financial statements, discussion of any issues, qualifications and doubts resulting from the audit of financial statements and analysis of the independent auditor's recommendations addressed to the Management Board, and responses of the Management Board in this regard.

The description of cooperation between the Audit Committee and the external auditor and its assessment is included in the report on activities of the Audit Committee drawn up on an annual basis and attached to the report on activities of the Supervisory Board.

#### AUDIT FIRM

On 26 January 2017 the Supervisory Board of PKO Bank Polski SA appointed KPMG Audyt Spółka z ograniczoną odpowiedzialnością spółka komandytowa as the audit firm for the audit and review of the financial statements of PKO Bank Polski SA and the consolidated financial statements of the PKO Bank Polski SA Group for the years 2017-2019. The same entity audited the financial statements of the Bank and the Bank's Group for the years 2015-2016.

The full scope of information on the audit firm carrying out the audit of the financial statements, and in particular:

- dates of concluding the contract for the audit or review of the financial statements or consolidated financial statements with the audit firm, and the term of this contract;
- information whether the Bank used the services of the selected audit firms and periods of using such services;
- information on the authority that selected the audit firm;
- amount of remuneration paid or due to the audit firm for the financial year and the previous financial year, separately for the audit of the annual financial statements, other assurance services, including the review of the financial statements, tax advisory services and other services;

is included in Note 53 of the Consolidated financial statements of the PKO Bank Polski SA Group for the year ended 31 December 2019.

Moreover, on 13 December 2018, the Supervisory Board of PKO Bank Polski SA appointed PricewaterhouseCoopers Polska spółka z ograniczoną odpowiedzialnością Audyt spółka komandytowa as the audit firm for the audit and review of the financial statements of PKO Bank Polski SA and the consolidated financial statements of the PKO Bank Polski SA Group for the years 2020-2021.

### 1.1.3 ARTICLES OF ASSOCIATION OF PKO BANK POLSKI SA

Principles for amending the Articles of Association of PKO Bank Polski SA  
Amendments to the Articles of Association introduced in 2019

#### PRINCIPLES FOR AMENDING THE ARTICLES OF ASSOCIATION OF PKO BANK POLSKI SA

Amendments to the Articles of Association of PKO Bank Polski SA fall within the competence of the General Shareholders' Meeting and require passing a resolution by a three-quarter majority of the votes cast, the consent of the Polish Financial Supervision Authority, and making an entry in the register of entrepreneurs in the National Court Register. Additionally, in accordance with § 10 section 14 of the Articles of Association of PKO Bank Polski SA, resolutions of the General Shareholders' Meeting on share preferences and issues concerning the Bank's merger by transferring all of its assets to another company, its liquidation, reduction in the share capital by redeeming some of its shares without a simultaneous increase in the share capital or changing the scope of the Bank's activities resulting in the Bank ceasing its banking activities require a 90% majority of the votes cast.

#### AMENDMENTS TO THE BANK'S ARTICLES OF ASSOCIATION IN 2019

##### IN JANUARY 2019

On 9 January 2019, the District Court for the capital city of Warsaw in Warsaw, 13th Business Department of the National Court Register, registered amendments to the Articles of Association of the Bank arising from resolution No. 33/2018 of the Annual General Shareholders' Meeting of PKO Bank Polski SA of 18 June 2018, which were approved by the Polish Financial Supervision Authority on 20 December 2018.

The amendment involves adding letters g-h in §4 in section 1 point 9 of the Bank's Articles of Association, in the following wording: "provision of services of initiating payment transactions" and "provision of services of access to information about accounts", which means extending the object of the Bank's activities by new payment services in respect of initiating payment transactions and providing access to information about accounts.

Additionally, in §4 section 1 point 9 of the Bank's Articles of Association letter e was amended from *"enabling the execution of payment transactions initiated by or through a merchant, with the payer's payment instrument, in particular, authorizations processing, sending the payer's or the merchant's payment orders aimed at transferring funds due to the merchant to the issuer of the payment card or payment systems"* to *"enabling the acceptance of payment instruments and execution of payment transactions initiated with the payer's payment instrument, by or through a merchant, in particular, processing authorizations, sending the payer's or the merchant's payment orders aimed at transferring funds due to the merchant to the issuer of the payment card or payment systems"*.

##### IN AUGUST 2019

On 26 August 2019, the District Court for the capital city of Warsaw in Warsaw, 13th Business Department of the National Court Register, registered an amendment to the Articles of Association of the Bank arising from resolution No. 32/2018 of the Annual General Shareholders' Meeting of PKO Bank Polski SA of 18 June 2018, which was approved by the Polish Financial Supervision Authority on 24 July 2019.

The amendment involves adding the letter d in §4 section 2 point 15 of the Bank's Articles of Association in the following wording: "offering financial instruments", which allows the Bank to conduct activities in respect of offering financial instruments.

### 1.1.4 GENERAL SHAREHOLDERS' MEETING

Authorizations of the General Shareholders' Meeting  
Principles of functioning

The General Shareholders' Meeting of PKO Bank Polski SA is held as an annual one or extraordinary one, in accordance with the provisions of the Code of Commercial Companies and the Articles of Association of the Bank, in keeping with the principles set out in the Rules of the General Shareholders' Meeting.

#### AUTHORIZATIONS OF THE GENERAL SHAREHOLDERS' MEETING

In addition to matters stipulated in generally binding legal regulations, principal competencies of the General Shareholders' Meeting include passing resolutions on the following matters:

- appointing and dismissing Members of the Supervisory Board;

- approving the Rules of the Supervisory Board;
- purchasing shares for the purpose of their redemption and determining consideration for the shares redeemed;
- establishing and releasing special funds created from net profit;
- disposal of real estate, share in real estate or perpetual usufruct right by the Bank if the value of the real estate or the right being subject to such an act exceeds 25% of the share capital; such consent is not required if real estate, share in real estate or perpetual usufruct right has been purchased within the framework of enforcement, bankruptcy or restructuring proceedings, or based on another agreement with the Bank's debtor;
- issuance of convertible bonds, bonds with a pre-emptive right or subscription warrants;
- laying down the principles for remuneration of Members of the Management Board;
- laying down the principles for remuneration of Members of the Supervisory Board;
- approving the Directors' Report including also information on representation costs, spending on legal services, marketing services, public relations and social communication services, as well as management advisory services, and the Group Directors' Report;
- approving the report on activities of the Supervisory Board;
- approving the financial statements of the Bank and the consolidated financial statements of the Bank's Group;
- approving the proper discharge of duties by members of the Management Board and the Supervisory Board;
- profit distribution or offset of loss;
- determining the dividend day and the date of dividend payment;
- disposal and lease of an enterprise or its organized part, or establishing a limited property right thereon;
- amendments to the Bank's Articles of Association;
- increase or decrease in the Bank's share capital.

#### PRINCIPLES OF FUNCTIONING

Persons entitled based on registered shares, as well as pledgees and users entitled to voting rights, entered into the share register on the date of registration, as well as holders of bearer shares provided that they were the Bank's shareholders on the date of registration and, within the statutory deadline specified in the announcement convening the General Shareholders' Meeting, they requested that the entity keeping their securities account issue a registered certificate confirming their right to participate in the General Shareholders' Meeting shall be entitled to participate in the General Shareholders' Meeting.

A shareholder being a natural person may participate in the General Shareholders' Meeting and exercise his/her voting right in person or by proxy. A shareholder, who is not a natural person, may participate in the General Shareholders' Meeting and exercise its voting right by a person authorized to make a statement of intent on its behalf or by proxy.

A power of attorney shall be issued in writing, otherwise null and void, and shall be enclosed with the minutes of the General Shareholders' Meeting, or shall be issued in electronic form. The right to represent a shareholder, who is not a natural person, shall arise from the original or copy of the excerpt from the relevant register presented possibly with a power of attorney or a chain of powers of attorney. These documents shall be presented upon drawing up the attendance list or sent in electronic form no later than on the day preceding the date of the General Shareholders' Meeting, to the email address indicated on the announcement convening the General Shareholders' Meeting.

A person(s) granting the power of attorney on behalf of a shareholder, who is not a natural person, should be listed in an up-to-date excerpt from the relevant register of a given shareholder.

A Member of the Management Board and an employee of PKO Bank Polski SA may act as a proxy for shareholders at the General Shareholders' Meeting of PKO Bank Polski SA.

The Bank shall publish on its website draft resolutions submitted in compliance with the provisions of the Code of Commercial Companies by an entitled shareholder or shareholders before the date of the General Shareholders' Meeting, immediately after their receipt.

A shareholder or shareholders representing at least one-twentieth of the share capital of the Bank may request that certain matters be included on the agenda of the General Shareholders' Meeting. The request may be sent in electronic form.

Before the date of the General Shareholders' Meeting, a shareholder or shareholders of PKO Bank Polski SA representing at least one-twentieth of the share capital may submit to the Bank, in writing or using electronic means of communication, draft resolutions on matters included on the agenda of the General Shareholders' Meeting or matters that are to be included on the agenda. Additionally, during the General Shareholders' Meeting, shareholders shall have the right to present draft resolutions or propose amendments or additions to draft resolutions on matters included on the agenda of the General Shareholders' Meeting.

Removing a matter from the agenda or desisting from further discussion on a matter included on the agenda at the request of shareholders shall require a resolution of the General Shareholders' Meeting, adopted by a three-quarter majority of the votes, after obtaining the prior consent of all shareholders, who requested that the matter be included on the agenda, present at the General Shareholders' Meeting.

Resolutions of the General Shareholders' Meeting shall be passed by an absolute majority of votes unless generally binding legal provisions or provisions of the Articles of Association of PKO Bank Polski SA decide otherwise.

The General Shareholders' Meeting shall adopt resolutions in an open ballot, with the reservation that a secret ballot shall be ordered in respect of:

- elections of members of the company's authorities;
- motions to dismiss members of the authorities or liquidators of PKO Bank Polski SA;
- motions to bring members of the authorities or liquidators of PKO Bank Polski SA to justice;
- personnel matters;
- at the request of at least one shareholder present or represented at the General Shareholders' Meeting;
- in other instances specified in generally binding legal regulations.

A shareholder cannot, either personally or by proxy, or while acting as a proxy of another person, vote on resolutions concerning this shareholder's liability to PKO Bank Polski SA on whatever account, including the acknowledgement of the fulfilment of this shareholder's duties, exemption from any of duties towards PKO Bank Polski SA, or any dispute between this shareholder and PKO Bank Polski SA.

Shareholders shall have the right to ask questions, through the Chairman of the General Shareholders' Meeting, to the Members of the Management Board and Supervisory Board of PKO Bank Polski SA and statutory auditor of PKO Bank Polski SA.

In the discussion on each point of the agenda, each shareholder shall have the right to one speech and one reply. Shareholders may, during the course of discussion on each point of the agenda, apply for closing the list of speakers or closing the discussion on a given point of the agenda.

During the General Shareholders' Meeting, the Management Board (subject to statutory exceptions) shall present information about the company upon the request of a shareholder. In 2019, shareholders used this right and asked several questions regarding ESG issues. The video recording of the Annual General Shareholders' Meeting at which questions were asked and replies were given by the Management Board in respect of environmental issues is available on the Bank's website <https://www.pkobp.pl/grupa-pko-banku-polskiego/relacje-inwestorskie/walnego-zgromadzenie/zwyczajne/2019/nagranie-obrad-zwyczajnego-walnego-zgromadzenia-pko-banku-polskiego-sa-z-dnia-6-maj-2019-r-wersja-video/>.

### 1.1.5 SUPERVISORY BOARD OF PKO BANK POLSKI SA DURING THE REPORTING PERIOD

Composition of the Supervisory Board of PKO Bank Polski SA as at 31 December 2019  
Changes in the composition of the Supervisory Board in 2019  
Principles of the functioning of the Supervisory Board  
Competencies of the Supervisory Board  
Committees of the Supervisory Board

The Supervisory Board of PKO Bank Polski SA consists of 5 to 13 members each appointed for a joint three-year term of office. Members of the Supervisory Board shall be appointed and dismissed by the General Shareholders' Meeting.

As at 31 December 2019, the Supervisory Board consisted of 11 persons.

The current term of office of Members of the Supervisory Board started on 22 June 2017.

#### COMPOSITION OF THE SUPERVISORY BOARD OF PKO BANK POLSKI SA AS AT 31 DECEMBER 2019

##### PIOTR SADOWNIK- CHAIR OF THE BANK'S SUPERVISORY BOARD

Member of the Supervisory Board since 25 February 2016.

Graduated from the University of Warsaw's Faculty of Law and Administration and the University of Paris II Pantheon-Assas. Admitted to the Warsaw Bar in 1996. In 1993, he started his professional career in the Warsaw office of the law firm Gide Loyrette Nouel. Currently, he is a partner in the Warsaw office of Gide Loyrette Nouel where he heads the Litigation and Arbitration, Infrastructural Projects and Public Law, and Intellectual Property departments.

On 22 June 2017, he was re-appointed to the Supervisory Board for the

He represents the law firm's customers in court litigation and advises both Polish companies and international investors on infrastructure and public procurement projects. He also specializes in

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current term of office, and on the same day, the State Treasury appointed him Chair of the Supervisory Board.

intellectual property law.

He is recommended by Legal 500 EMEA and Chambers Europe in court litigation. Legal 500 also recommends him for energy and natural resources as well as intellectual property.

Award winner of the "Client Choice 2015" competition organized by Globe Business Publishing in the litigation category. Vice-President of the Amicable Court at the General Counsel to the Republic of Poland (Prokuratoria Generalna RP).

Since 15 February 2016 member of the Supervisory Board of Bank Ochrony Środowiska SA.

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#### **GRAŻYNA CIURZYŃSKA – DEPUTY CHAIR OF THE SUPERVISORY BOARD**

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Member of the Supervisory Board since 30 June 2016.

Since 1996 connected with the banking sector.

On 22 June 2017, she was re-appointed to the Supervisory Board for the current term of office, and on the same day the State Treasury appointed her Deputy Chair of the Supervisory Board.

She held higher management positions in the corporate business area supervising, among other things, cooperation with strategic customers and the development of enterprise financing programmes. Subsequently, with regard to retail, she was responsible for retail business strategy, sales and pricing policy, bancassurance development, sales network management, designing and implementing products. She was also an advisor to the President of the Management Board of the bank. For several years, she was related to the payments market, and was responsible for card activities area, cooperation with international payment organizations and suppliers of technology and bank services. She was a member of the Council of Polska Bezgotówkowa Foundation, member of the executive committee of the Council of Banking Card Issuers and previously the executive committee of the Council of Cash Management.

For more than 15 years she was involved in academic work and teaching in the Warsaw School of Economics and focused on international economics, foreign direct investments and European integration.

Recently, in government administration, she was responsible for strategic and legislative activities in the area of private investments, for cooperation with investors and financial institutions in Poland and abroad, managing special economic zones and large investment projects.

Currently she is acting President of the Management Board of Polska Agencja Inwestycji i Handlu SA. She is in particular responsible for promoting the Polish economy and supporting enterprises in their expansion abroad and investment processes. Deputy Chair of the Supervisory Board of Polski Holding Nieruchomości SA.

Graduated from the Faculty of Foreign Trade at the Warsaw School of Economics and Post-graduate Studies in European Banking Law at the Institute of Law Studies of the Polish Academy of Sciences.

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#### **ZBIGNIEW HAJŁASZ – SECRETARY OF THE SUPERVISORY BOARD**

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Member of the Supervisory Board since 30 June 2016.

Expert with hands-on experience and consultant specializing in management and development. Has over 20 years' experience in managing commercial companies and as an analyst and expert in planning, management and development of financial institutions, industrial restructuring, privatization and international projects.

On 22 June 2017, he was re-appointed to the Supervisory Board for the current term of office.

Academic degrees: MPhil in Economics (London University, 2002) and M.Sc. Eng. in Mathematics (Wrocław University of Technology, 1982).

On 24 August 2017 re-appointed as Secretary of the Supervisory Board.

In 1993-1996 and since 2005 – academic lecturer (Wrocław University of Technology, University of Wrocław, Academy of Fine Arts in Wrocław), winner in the Business Gazelles ranking in 2015 and 2016. Since May 2018 – President of the Management Board of KGHM TFI SA.

He has held, among other things, the following positions: Director of the Department of Economic Development at the Voivodship Office in Wrocław (1991-1993); Director of the Regional Privatization Office of Bank BWP SA (1994-1996), Vice-President of the Management Board of Wrocławska Agencja Rozwoju Regionalnego SA – Managing Director, President of the Management Board of PRW SA in Wrocław, President of the Management Board of TBS sp. z o.o. in Głogów, Director of the OPDRO Project Coordination Office and President of the Management Board of Zakład Gospodarki Komunalnej sp. z o.o. in Św. Katarzyna.

He was a member of supervisory boards of state-owned companies and companies with the participation of local government authorities, such as: Dolnośląskie Konsorcjum Handlowo-Finansowe SA in Wrocław, Polskie Radio Wrocław SA in Wrocław, TBS sp. z o.o. in Głogów (the best social building society in Poland in the BGK ranking), Siechnicka Inwestycyjna Spółka Komunalna sp. z o.o., and Polskie Radio SA.

Author of expert opinions for the Sejm (the Polish Parliament), Government of the Republic of Poland

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and for financial institutions.

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#### **MARIUSZ ANDRZEJEWSKI – MEMBER OF THE SUPERVISORY BOARD**

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On 22 June 2017, he was appointed to the Supervisory Board for the current term of office.

Professor at the Kraków University of Economics, Dean of the Faculty of Finance and Law, and Head of the Department of Financial Accounting. Holds a full doctoral degree in economics. In 2013-2019 he has also been working as associate professor at the School of Banking and Management in Kraków. In the years 2003-2013 worked in the Bielsko-Biała School of Finances and Law, where he was also head of the Finance Department.

He graduated from three faculties, studied accounting at the Faculty of Management at the Kraków University of Economics (CUE), automatics and robotics, specializing in artificial intelligence, and computer science at the Faculty of Electrical Engineering, Automatics and Electronics at the AGH University of Science and Technology in Kraków. During his studies, he was a three-time recipient of a scholarship of the Ministry of National Education. In 2001, within the framework of the grant awarded by KBN (the State Committee for Scientific Research), he prepared and completed a doctoral thesis entitled "Information disclosure requirements for listed companies in Poland vs. global requirements."

He obtained business experience while sitting on supervisory boards of companies including: Zakłady Chemiczne Alwernia SA, Kombinat Koksochemiczny Zabrze SA, Północ Nieruchomości SA (company listed on NewConnect), PolRest SA (a company listed on the Warsaw Stock Exchange), Media Nieruchomości SA, Przedsiębiorstwo Inżynierii Miejskiej sp. z o.o. in Czechowice-Dziedzice, AWSA Holland II BV, Instal Kraków SA. He was also President of the Management Board of Altair sp. z o.o., member of the Management Board in charge of finance of TBS Złocień sp. z o.o. and advisor to the Management Board at the Institute of Business Law and Foreign Investments (Instytut Prawa Spółek i Inwestycji Zagranicznych – IPSiZ sp. z o.o.). He was an Arbitrator at the Arbitration Court at the Polish Financial Supervision Authority. He is currently the Chair of the Supervisory Board of PKP Polskie Linie Kolejowe SA and Deputy Chair of the Supervisory Board of Tauron Sprzedaż sp. z o.o. In 2005-2006 he was Undersecretary of State in the Ministry of Finance.

He is a member of the Polish Economic Society (PTE) and the Main Scientific Board of the Accountants Association in Poland. He is also a member of the European Accounting Association (EAA), the International Association for Accounting Education & Research (IAAER).

Author or co-author of over 150 academic publications and several dozen expert opinions on economics.

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#### **MIROSLAW BARSZCZ – MEMBER OF THE SUPERVISORY BOARD**

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Member of the Supervisory Board since 25 February 2016.

On 22 June 2017, he was re-appointed to the Supervisory Board for the current term of office.

Graduated from the Catholic University of Lublin with an M.A. in Law.

In 2016-2019 he was President of the Management Board of PFR Nieruchomości SA. From 2014 to 2016, he was an advisor in the Strategy Department at PGNiG SA. He has extensive professional experience gained in audit firms (1996-1997 Ernst & Young, 1998-2001 Arthur Andersen, 2001-2004 PricewaterhouseCoopers), and government administration (2005-2006 Undersecretary of State in the Ministry of Finance, 2007 – Minister of Construction).

From 2000 is a licenced tax advisor.

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#### **ADAM BUDNIKOWSKI – MEMBER OF THE SUPERVISORY BOARD**

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Member of the Supervisory Board since 25 February 2016.

On 22 June 2017, he was re-appointed to the Supervisory Board for the current term of office.

Professor at the Warsaw School of Economics, in the Institute of International Economics.

In 1971 graduated from the Higher School of Economics in Poznań (currently Poznań University of Economics and Business) with an M.Sc. in economics of foreign trade. In 1975, he completed his doctoral thesis at the Faculty of Foreign Trade of the former Main School of Planning and Statistics (currently the Warsaw School of Economics). In 1983 was awarded a full doctorate at the same faculty. In 1992, he was awarded the title of professor of economic sciences by the President of the Republic of Poland.

From the start of his career, he has been related to the Warsaw School of Economic. He started working at the Warsaw School of Economics as an assistant in the Institute of International Economic Relations, in 1974. In subsequent years, together with successive academic degrees, he was promoted to assistant professor, associate professor, and finally to full professor. In the years 1996-2002, Dean of the World Economy College of the Warsaw School of Economics. In the years 2005-2012, Chancellor of the Warsaw School of Economics. In the years 2012-2015, once again Dean of the World Economy College of the Warsaw School of Economics.

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During his professional career, he has also collaborated with other academic and educational institutions, including the Polish Academy of Sciences, the Polish Economic Society, the Institute for Business Cycles and Prices in International Trade (was Deputy Director of the Institute in 1992-1993), the Catholic University of Lublin, Radom Academy of Economics, Academy of Diplomacy in Warsaw, and the National School of Public Administration. Since 2001 he has been a member of the Association of Polish Economists. In the years 2012-2019 a member of the executive committee of the Economic Sciences Board of the Polish Academy of Sciences. Member of the Central Commission for Degrees and Titles (2011-2013 and 2017-2020). During his academic and research career, he has frequently lectured and been a visiting researcher at Western universities. He was, among other things, a Fulbright scholar at the Massachusetts Institute of Technology, and in 1996 he took part in the World Bank's missions in Turkey and Romania.

His main areas of academic interest are related to international business. They include, among other things, international business relations (with a special emphasis on trade policy and international finances) and environmental protection policy.

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#### **DARIUSZ GÓRSKI – MEMBER OF THE SUPERVISORY BOARD<sup>1</sup>**

On 6 May 2019, he was appointed to the Supervisory Board for the current term of office.

He graduated from the Warsaw School of Economics. During his professional career, he attended numerous training sessions in finance, financial analysis and management, among other things, an investment advisor course and related to corporate finance (Erasmus scholarship at the University of Rotterdam).

He started his professional career in 1992 as a financial analyst at Caresbac Polska SA, one of the first venture-capital companies on the Polish market. In 1993-1996, worked at Business Management & Finance SA as a financial analyst, and from 1995 as head of projects in the field of strategic advisory, mergers and acquisitions, privatization and restructuring. In 1996 started working for Robert Fleming & Co (in 2000 acquired by Chase Manhattan Bank) as a share analyst specializing initially in the food, industrial and IT sectors. From 1998 Central Europe banking sector analyst. In 2001 started working for ING Securities SA as a share analyst covering the whole Polish market, specializing in the banks, companies, raw materials and fuels sectors. From 2004 at Deutsche Bank Securities SA (DB Securities SA) as the head of share market analyses for Central Europe responsible for a comprehensive product and banking sector. In 2008 appointed to the function of share portfolio strategist at Opera TFI SA. In the years 2009-2011, head of the department of analyses of the Polish share market at Wood & Co responsible for the financial sector, media and strategy for the share market. From 2011 to March 2019 worked for Dom Maklerski BZ WBK SA (currently Santander Biuro Maklerskie), initially as a senior analyst, deputy head of the Analyses Team, and from 2015 Director of the Stock Exchange Analyses responsible for the supervision and products of the team, financial sector analysis, and strategy for the share market.

His professional achievements include, among other things, several high positions in international and domestic investor rankings. In 2004, the analysts team at ING Securities SA in Warsaw was third in the ranking of *Institutional Investor Magazine*, and in 2003 it was first in the same ranking. In 2007, the team of DB Securities SA was first in the ranking of Thomson Extel in the category of the Hungarian/Czech market and second in the category of the Polish market, and the bank team was first in the category of EMEA Financials. In 2006, the Polish team of DB Securities SA was third in the ranking of *Institutional Investor Magazine* (fourth in 2005), and the bank analysts team of DB Securities SA - was second (third in 2005). In rankings of analytic experts of *GG Parkiet* he was in top positions - banking sector 2nd/3rd/3rd in the years 2017/2016/2015, respectively, and market strategy 5th/2nd in the years 2017/2016.

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#### **WOJCIECH JASIŃSKI – MEMBER OF THE SUPERVISORY BOARD**

Member of the Supervisory Board since 25 February 2016.

Graduated from the University of Warsaw's Faculty of Law and Administration (1972). From 1972 to 1986, he worked in Płock, among other things, at the National Bank of Poland, the Branch in Płock, at the Town Hall, also as legal counsel in the Tax Chamber. In 1990-1991, he

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<sup>1</sup> On 23 January 2020, Mr Dariusz Górski resigned as a member of the Supervisory Board of the Bank, effective as of the end of 29 January 2020. According to his statement, the resignation is the result of his intention to accept employment with another financial institution and the resulting future conflict of interest.

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On 22 June 2017, he was re-appointed to the Supervisory Board for the current term of office.

established the local government structures in the Płockie Voivodship, as a Representative of the Government Plenipotentiary for Local Government Reform. From 1992 to 1997 he worked in the Supreme Audit Office (NIK), as director of the NIK Branch Office in Warsaw, Finance and Budget Team, and State Budget Department.. In 1997-2000, he was a member and then President of the Management Board of Srebrna, a company with its registered office in Warsaw. He was a member of the Supervisory Board of Bank Ochrony Środowiska in 1998-2000. From September 2000 to July 2001 he was Undersecretary of State at the Ministry of Justice. In 2006-2007, he was Minister of the State Treasury.

Since 2001, he has been a member of the Polish Parliament (during the 4th, 5th, 6th, 7th and 8th terms) and performed the functions of: Chairman of the Standing Subcommittee for the Banking System and Monetary Policy, Chairman of the Economy Committee, and Chairman of the Public Finance Committee. He was also a member of the State Treasury Committee in the Sejm.

President of the Management Board of PKN ORLEN SA from 16 December 2015 to 5 February 2018. From June 2018 to July 2019 – plenipotentiary of the Management Board of Energa SA for the development of investments and energy markets.

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#### ANDRZEJ KISIELEWICZ – MEMBER OF THE SUPERVISORY BOARD

Member of the Supervisory Board since 25 February 2016.

On 22 June 2017, he was re-appointed to the Supervisory Board for the current term of office.

Professor of Mathematical Sciences. He works at the University of Wrocław, at the Faculty of Mathematics and Computer Science. He obtained his full doctoral degree from the University of Wrocław, and was awarded a Ph.D. in mathematics from the Polish Academy of Sciences. Graduated from the University of Wrocław. He gained his professional experience in various academic centres, including: Vanderbilt University (Nashville, USA), Polish Academy of Sciences, Technische University (Darmstadt, Germany), the University of Manitoba (Winnipeg, Canada), Blaise Pascal University (Clermont-Ferrand, France), Wrocław University of Technology. He has experience as a member of supervisory boards. Currently, he is Chairman of the Supervisory Board of KGHM Polska Miedź SA.

He is the author of more than 75 academic publications in foreign journals on mathematics, logistics and computer science as well as books (e.g. *Sztuczna inteligencja i logika* [Artificial Intelligence and Logic], *Wprowadzenie do informatyki* [An Introduction to Computer Science], etc.). He is also the author of many opinions, reviews and expert opinions, including for the National Science Centre and the European Commission. His research interests include the application of mathematics, logic and computer science in practice, artificial intelligence, business intelligence, informatization and argumentation theory.

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#### ELŻBIETA MAĆZYŃSKA-ZIEMACKA – MEMBER OF THE SUPERVISORY BOARD

Member of the Supervisory Board since 20 June 2013.

On 22 June 2017, she was re-appointed to the Supervisory Board for the current term of office.

Professor PhD – in economics, graduated from the University of Warsaw (Faculty of Political Economics, specialty – Econometrics).

Her professional career has been connected with the Warsaw School of Economics, currently she is Head of Postgraduate Studies: “Property Valuation” organized by the Institute of Corporate Finance and Investments at the College of Enterprise at the Warsaw School of Economics.

Member of the Executive Committee of the “Poland 2000 Plus” Forecast Committee and the Committee of Economics of the Polish Academy of Sciences (social functions, elected by academics). President of the Polish Economics Society (third term of office since 2005 – social function, elective). Member of the Supervisory Board of PZU SA (since May 2019).

Editor-in-chief and member of the Editorial Committee of the bi-monthly *Ekonomista* published by the Polish Economic Society and the Committee of Economics of the Polish Academy of Sciences. Chair of the Academic Council of the quarterly of *Warszawskie Stowarzyszenie Rzeczoznawców Majtkowych* (Warsaw Property Valuation Experts Association) *Wycena Nieruchomości i Przedsiębiorstw*. Member of the Editorial Board of *Kwartalnik Nauk o Przedsiębiorstwie*, published by the Warsaw School of Economics and member of the editorial staff of the quarterly *International Journal of Sustainable Economy* (IJSE), Inderscience Publishers Editorial Office, UK.

Author of approx. 300 publications, among other things, in the area of prediction models for enterprise bankruptcies, financial analysis, and enterprise and property valuation. She developed original models for early warning about bankruptcy of enterprises, which are used in practice. Her studies and publications were to a large extent related to the academic scholarships she won (such as Deutscher Akademischer Austauschdienst, DAAD), grants and internships/study stays, which included Germany – Mannheim University, Austria – Wiener Institut für Internationale Wirtschaftsvergleiche, WIIW and in Wirtschaftsuniversität Wien.

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In the years 2005-2007 an independent member of the Supervisory Board of GŻ SA and in the years 1996-1998 an independent member of the Supervisory Board of Polski Bank Rozwoju SA.

Member of the Team for Amendments to the Law on Bankruptcy and Rehabilitation established by the Minister of Justice in 2012 and operating until 2014. In the years 1990-1991 advisor and consultant to the Polish-Swedish company SWEA SYSTEM sp. z o.o.

Author and co-author of many expert opinions prepared on the commission of enterprises (such as Telekomunikacja Polska SA and Poczta Polska).

Member of the National Development Council of the President of the Republic of Poland (currently).

Chair of the Economic Strategic Thinking Committee of the Ministry of Economy (2013-2015).

In 1994-2005, academic secretary and member of the Executive Committee of the Social and Economic Strategy Council of the Council of Ministers.

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#### **KRZYSZTOF MICHALSKI – MEMBER OF THE SUPERVISORY BOARD**

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On 17 September 2019, he was appointed to the Supervisory Board for the current term of office.

He graduated from the Faculty of Law and Administration Faculty and Faculty of Political Sciences at the Maria Curie-Skłodowska University in Lublin. He has also awarded an MBA diploma – Innovation and Data Analysis – at the Institute of Computer Science of the Polish Academy of Sciences and Woodbury School of Business at Utah Valley University.

He started his professional career in a foreign trade company with a global range of operations, and was responsible, among other things, for market research, creating new products, marketing and sales development on foreign markets. From 2017 leader of the investor cooperation team in the Ministry of Development and Ministry of Entrepreneurship and Technology. Was responsible for activities in the area of private investments, cooperation with investors and financial institutions in Poland and abroad, and supporting the performance of large investment projects.

Currently member of the expert team for the Prime Minister at the Chancellery of the Prime Minister (KPRM) Responsible for analyses and advisory in tax, economic and financial matters. Also deals with international relations issues.

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#### **CHANGES IN THE COMPOSITION OF THE SUPERVISORY BOARD IN 2019<sup>2</sup>**

On 6 May 2019 the Annual General Meeting of Shareholders of PKO Bank Polski SA dismissed Mr Janusz Ostaszewski from the Supervisory Board and appointed Mr Dariusz Górski to the Board.

On 17 September 2019, the Extraordinary General Shareholders' Meeting of PKO Bank Polski SA appointed Mr Krzysztof Michalski to the Supervisory Board.

In accordance with the declarations made by members of the Supervisory Board, Piotr Sadownik, Grażyna Ciurzyńska, Zbigniew Hajłasz, Mariusz Andrzejewski, Mirosław Barszcz, Adam Budnikowski, Dariusz Górski, Andrzej Kisielewicz and Elżbieta Mączyńska-Ziemacka meet the criteria of independence for members of a supervisory board specified in the "Best Practice for GPW Listed Companies 2016". The remaining Members of the Supervisory Board, i.e. Wojciech Jasiński and Krzysztof Michalski declared they did not meet the criteria of independence vis-à-vis the Bank and major related entities of the Bank.

#### **PRINCIPLES OF THE FUNCTIONING OF THE SUPERVISORY BOARD**

The Supervisory Board functions based on generally applicable legal regulations, the Articles of Association and the Rules passed by the Supervisory Board and approved by the General Shareholders' Meeting. Meetings of the Supervisory Board are held at least once a quarter.

The Supervisory Board adopts resolutions by an absolute majority of votes, in the presence of at least half of the Members of the Supervisory Board, including the Chair or Deputy Chair of the Supervisory Board, except for resolutions specified in the Articles of Association of the Bank concerning those matters that are to be accepted by, apart from the quorum indicated, a qualified majority of 2/3 of the total votes. Those members of the Supervisory Board to whom the given voted matter relates are excluded from the vote.

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<sup>2</sup> On 23 January 2020, Mr Dariusz Górski resigned as a member of the Supervisory Board of the Bank, effective as of the end of 29 January 2020. According to his statement, the resignation is the result of his intention to accept employment with another financial institution and the resulting future conflict of interest.

The works of the Supervisory Board is managed by the Chair, and in his absence – by the Deputy Chair. The Chair represents the Supervisory Board before all other authorities of PKO Bank Polski SA, supervisory authorities and other persons.

In 2019, the Bank's Supervisory Board carried out 10 meetings and adopted 126 resolutions.

#### COMPETENCIES OF THE SUPERVISORY BOARD

In addition to authorizations and duties stipulated by generally applicable legal regulations and the provisions of the Articles of Association of PKO Bank Polski SA, the competencies of the Supervisory Board include passing resolutions pertaining, in particular to:

- approving the strategy of PKO Bank Polski SA and the annual financial plan accepted by the Management Board;
- approving the of the overall risk tolerance level determined by the Management Board;
- appointing an entity to conduct the audit or review of the Bank's financial statements the consolidated financial statements of the Bank's Group.
- passing the Rules:
  - of the Supervisory Board;
  - for granting loans, advances, bank guarantees and warranties to a Member of the Management Board, the Supervisory Board and a person holding a managerial position in the Bank, and to entities related by capital or organization with these persons;
- appointing and dismissing the President of the Management Board, Vice-Presidents and other Members of the Management Board, as well as suspending Members of the Management Board and delegating Members of the Supervisory Board to temporarily carry out the duties of Members of the Management Board;
- approving strategies, policies and rules accepted by the Management Board, among other things: Bank management strategy, Risk management strategy, Dividend policy, Remuneration policy, Rules of the Management Board, Rules for managing special funds created from the net profit, Organization rules of the Bank;
- granting prior consent to activities satisfying predetermined criteria including, among other things, to purchase and sell fixed assets, establishment of a company, taking up or acquiring shares, PKO Bank Polski SA concluding a transaction with a shareholder holding at least 5% of the total number of votes at the Bank or with a related party, the Bank concluding agreements for legal services, marketing services, public relations services and social communication;
- applying to the Polish Financial Supervision Authority for consent to the appointment of the President of the Management Board and a Management Board Member supervising the management of risk material to the Bank's activities, and to entrusting the function of Management Board Member supervising the management of risk material to the Bank's activities to a current Management Board Member who has not supervised the management of this risk;
- evaluation of the functioning of the Bank's remuneration policy and submission of a report in this regard to the Annual General Shareholders' Meeting;
- opinion on the application of "Principles of Corporate Governance for supervised institutions" by the Bank.

#### COMMITTEES OF THE SUPERVISORY BOARD

In accordance with the Bank's Articles of Association, the Supervisory Board appoints from among its members committees which it is required to appoint under the binding legislation. The Supervisory Board may also appoint other committees from among its members.

The Supervisory Board has appointed the following committees:

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#### AUDIT COMMITTEE OF THE SUPERVISORY BOARD

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##### TASKS

- 1) monitoring the financial reporting process including the review of separate and consolidated interim and annual financial statements (separate and consolidated);
- 2) monitoring the effectiveness of the internal control system, including with respect to financial reporting;
- 3) monitoring the effectiveness of the risk management system, including with respect to financial reporting, in particular by analysing information received from the Risk Committee;
- 4) monitoring the audit activities, in particular performance of the audit by the audit firm, taking into account all conclusions and findings of the Polish Financial Supervision Authority, as referred to in the Act on registered auditors, resulting from inspections carried out in the audit firm;
- 5) controlling and monitoring the independence of the statutory auditor and the audit firm carrying out the audit of the financial statements, in particular when the audit firm provides services other than audit to the

Bank's Group;

- 6) informing the Supervisory Board of the audit results and explaining how the audit contributed to the fairness of the Bank's financial reporting and what the role of the Committee was in the audit process;
- 7) assessing the independence of the audit company and consenting to the provision of permissible services other than the audit to the Bank and the Bank's Group by the audit company's related entities and a member of the audit company's network, in accordance with the policy;
- 8) developing a policy for selecting the audit firm to conduct an audit and providing the Supervisory Board with recommendations as to the policy adopted;
- 9) developing a policy for the provision of services other than the audit by the audit company which carried out the audit, its related entities and a member of the audit company's network, and providing the Supervisory Board with recommendations as to the policy adopted;
- 10) developing a procedure for appointing the audit company to conduct an audit and providing the Supervisory Board with recommendations as to the policy adopted;
- 11) submitting to the Supervisory Board recommendations as to the appointment of the audit company to conduct the audit;
- 12) submitting to the Supervisory Board recommendations aimed at ensuring fairness of the Bank's financial reporting to the Supervisory Board.
- 13) submitting to the Supervisory Board recommendations as to the statement concerning the audit firm conducting the audit of the annual financial statements of the Bank and consolidated financial statements of the Bank's Group;
- 14) developing the rules for the procedure in respect of the process of disclosing and exchanging data and information between the Polish Financial Supervision Authority, the audit firm, key auditor and the Bank, and recommending their adoption to the Supervisory Board.

**COMPOSITION  
OF THE  
COMMITTEE  
AS AT 31  
DECEMBER 2019**

Zbigniew Hajłasz (Chair of the Committee);  
Grazyna Ciużyńska (Deputy Chair of the Committee);  
Mariusz Andrzejewski (member of the Committee);  
Dariusz Górski (member of the Committee);  
Andrzej Kisielewicz (member of the Committee);  
Krzysztof Michalski (member of the Committee);  
Piotr Sadownik (member of the Committee).

By 6 May 2019, Mr Janusz Ostaszewski was a member of the Committee.

**INDEPENDENCE  
CRITERIA AND  
COMPETENCIES**

	Meets the criterion of independence set in the Act on registered auditors, audit firms and on public supervision	Knowledge and skills in the area of accounting or financial statement auditing		Has knowledge and skills in the banking field*
		Meets the criterion	Manner of obtaining	
Zbigniew Hajłasz	yes	yes	Has academic title MPhil in Economics	yes
Grazyna Ciużyńska	yes	no	-	yes
Mariusz Andrzejewski	yes	yes	Holds a full doctoral degree in economics and licence of certified auditor	yes
Dariusz Górski	yes	yes	Financial analyst. Completed numerous training sessions, including an investment advisor course and related to corporate finance (Erasmus scholarship at the University of Rotterdam).	yes
Andrzej Kisielewicz	yes	no	-	no
Krzysztof Michalski	yes	no	-	no
Piotr Sadownik	yes	no	-	no

\* Knowledge and skills arise, among other things, from education, professional experience, functions performed (described in more detail in biography notes in section 10.2.5).

**NUMBER OF**

In 2019 nine meetings of the Audit Committee of the Supervisory Board took place.

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## MEETINGS

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### POLICY FOR THE APPOINTMENT OF THE AUDIT COMPANY

In 2019 the audit company KPMG Audyt Spółka z ograniczoną odpowiedzialnością spółka komandytowa provided permissible non-audit services to the Bank, in particular pertaining to reviews of financial statements. The Bank's Audit Committee assessed the independence of the audit firm and gave its consent for the performance of those services.

The policy for the appointment of an audit firm to audit the financial statements of the Bank and the consolidated financial statements of the Bank's Group assumes that the Supervisory Board will conduct proceedings relating to commissioning the audit of the Bank and the Bank's Group under an unlimited tender procedure. All decisions of the Bank's Supervisory Board as to the appointment of the audit firm require a prior recommendation by the Audit Committee of the Bank's Supervisory Board (Committee). As a result of the appointment procedure organized by the Bank, the Committee submits its recommendations as to the appointment of the audit firm to the Supervisory Board. If this refers to renewal of an audit commission there should be no less than two recommendations with justification, and an indication of the preferred firm. The Bank's Supervisory Board appoints the audit firm based on the Committee's recommendation. Clear and unbiased criteria are applied in the selection of the audit firm on the basis of the proposals submitted.

The policy for performing permissible services other than the audit to the Bank and the Bank's Group by the audit firm and its related entities, and a member of the audit firm's network assumes that the provision of permissible services by the audit company performing the audit, its related entities and a member of the audit company's network to the Bank require the consent of the Audit Committee of the Bank's Supervisory Board. The Committee's consent to the provision of permissible services other than audit services to a Bank's Group company is given based on a request of the Bank's Group company, a necessary element of which is the consent of the audit committee or the Supervisory Board of the requesting Bank's Group company.

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## NOMINATIONS AND REMUNERATION COMMITTEE

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### TASKS

Expressing opinions on monitoring the Remuneration Policy adopted by the Bank and supporting the Bank's authorities in developing and implementing this policy. In particular, the Committee shall be responsible for the performance of the following tasks:

- 1) expressing opinions on the general rules of remuneration policy of persons whose professional activities have a material impact on the Bank's risk profile to be approved by the Supervisory Board;
- 2) conducting an annual review of the Remuneration Policy and presenting the results of the review to the Supervisory Board;
- 3) presenting to the Supervisory Board proposals of principles for remunerating Members of the Management Board;
- 4) evaluating goals pursued and achieved by the Members of the Management Board;
- 5) assessing tools and systems adopted to guarantee that the remuneration system in the Bank's Group properly account for all types of risk, liquidity and equity levels and that the Remuneration Policy be compliant with the proper and effective risk management principles and support such management, and was consistent with the business strategy, goals, culture and corporate values, and the long-term interests of the Bank's Group;
- 6) supervising fixed remuneration of the leader of the Bank's compliance unit;
- 7) providing opinions and monitoring variable remuneration components of leaders of the legal, compliance, internal audit, risk management and human resources units;
- 8) submitting to the Supervisory Board opinions on MbO goals defined by the Supervisory Board for members of the Management Board and evaluating performance of the goals;
- 9) Preparing draft report of evaluation of the functioning of the Remuneration Policy in the Bank, which is presented by the Supervisory Board to the General Shareholders' Meeting.

Additionally, the Committee's tasks include:

- 1) expressing opinions on the diversity policy in the composition of the Management Board;
- 2) recommending candidates to the Management Board to the Supervisory Board;
- 3) recommending the scope of duties for the candidate to the Management Board specified by the Supervisory Board;
- 4) recommending the target level to be defined by the Supervisory Board for the representation of underrepresented gender in the Management Board;
- 5) periodically assessing the structure, size, composition and effectiveness of the Management Board's functioning, and recommending respective changes to the Supervisory Board;

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- 6) periodically assessing the knowledge, competencies and experience of the Management Board as a whole, and of particular Members of the Board, and informing the Management Board of the results of the assessment;
  - 7) periodically assessing the Management Board's policy in respect of the selection and appointment of persons to managerial positions at the Bank and submitting respective recommendations to the Management Board.
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**COMPOSITION  
OF THE  
COMMITTEE  
AS AT 31  
DECEMBER  
2019**

Piotr Sadownik (Chair of the Committee);  
 Grażyna Ciużyńska (Deputy Chair of the Committee);  
 Wojciech Jasiński (Member of the Committee);  
 Elżbieta Mączyńska-Ziemacka (Member of the Committee).  
 By 6 may 2019, Mr Janusz Ostaszewski was a Member of the Committee.

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**NUMBER OF  
MEETINGS**

In 2019 five meetings of the Remunerations and Nominations Committee of the Supervisory Board took place.

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**RISK COMMITTEE**

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**TASKS**

- 1) evaluating the overall current and future readiness of the Bank to take risks, taking into account the risk profile of the Bank's Group;
  - 2) expressing opinions on the Bank's operational risk management strategy adopted by the Management Board, and information on the implementation of this strategy submitted by the Management Board, as well as other periodic reports on risk management and capital adequacy;
  - 3) expressing opinions on other resolutions of the Management Board in respect of risk management and capital adequacy which are subject to approval by the Supervisory Board;
  - 4) supporting the Supervisory Board in overseeing the implementation of the Bank's operational risk management strategy;
  - 5) reviewing whether the price of assets and liabilities offered to Customers fully envision the Bank's business model and its strategy in terms of risk, and indicating to the Management Board directions for correcting actions;
  - 6) assessing the risks related to the products and services offered;
  - 7) expressing opinions on solutions for reducing business risk with the use of the Bank's property insurance and civil liability insurance for members of authorities and proxies of the Bank;
  - 8) ongoing monitoring of the risk management system and providing the Supervisory Board with information on the results of this monitoring;
  - 9) expressing opinions on the Bank's information on risk management strategy and risk management system, addressed to the public;
  - 10) conducting an annual review of the Remuneration Policy of the Bank and the Bank's Group;
  - 11) ongoing monitoring of the implementation of risk management strategy and providing recommendations to the Supervisory Board;
  - 12) advising on the selection of external advisors, experts and consultants in the event that the Supervisory Board wishes to use their services;
  - 13) evaluating recommendations of external and internal auditors, and follow-up connected with appropriate implementation of respective measures;
  - 14) performance of other tasks specified by the Supervisory Board with regard to risk management in the Bank.
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**COMPOSITION  
OF THE  
COMMITTEE  
AS AT 31  
DECEMBER  
2019**

Andrzej Kisielewicz (Chair of the Committee);  
 Grażyna Ciużyńska (Deputy Chair of the Committee);  
 Mariusz Andrzejewski (Member of the Committee);  
 Adam Budnikowski (Member of the Committee);  
 Elżbieta Mączyńska-Ziemacka (Member of the Committee).

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**NUMBER OF  
MEETINGS**

In 2019 six meetings of the Risk Committee of the Supervisory Board took place.

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**STRATEGY COMMITTEE**

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<b>TASKS</b>	<ol style="list-style-type: none"> <li>1) expressing opinions on the Bank's strategy adopted by the Management Board, the approval of which is the competence of the Supervisory Board;</li> <li>2) supporting the Supervisory Board in overseeing the implementation of the strategy, in particular by analysing periodic information on the implementation thereof, presented by the Management Board;</li> <li>3) expressing opinions on strategic activities of the Bank, which require the prior consent of the Supervisory Board, in particular on their consistency with the binding strategy of the Bank;</li> <li>4) performance of other tasks specified by the Supervisory Board with regard to the implementation of strategic goals and key projects of the Bank.</li> </ol>
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<b>COMPOSITION OF THE COMMITTEE AS AT 31 DECEMBER 2019</b>	<p>Grażyna Ciużyńska (Chair of the Committee);  Zbigniew Hajłasz (Deputy Chair of the Committee);  Mirosław Barszcz (Member of the Committee);  Adam Budnikowski (Member of the Committee);  Dariusz Górski (Member of the Committee);  Elżbieta Mączyńska-Ziemacka (Member of the Committee);  Krzysztof Michalski (Member of the Committee);  Piotr Sadownik (Member of the Committee).</p> <p>By 6 May 2019, Mr Janusz Ostaszewski was a Member of the Committee.</p>
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<b>NUMBER OF MEETINGS</b>	In 2019 seven meetings of the Strategy Committee of the Supervisory Board took place.
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## 1.1.6 MANAGEMENT BOARD OF PKO BANK POLSKI SA DURING THE REPORTING PERIOD

Composition of the Management of PKO Bank Polski SA as at 31 December 2019  
Changes in the composition of the Management Board in 2019  
Principles of operations of the Bank's Management Board  
Competencies of the Bank's Management Board  
Committees of the Bank's Management Board

In accordance with § 19 sections 1 and 2 of the Articles of Association of PKO Bank Polski SA, Members of the Management Board are appointed by the Supervisory Board for a joint three-year term of office.

The Management Board consists of 3 to 9 members. Appointing two members of the Management Board, including the President of the Management Board, requires the consent of the Polish Financial Supervision Authority. As at 31 December 2019, the Management Board consisted of 9 persons.

The current term of office of the Management Board began on 2 July 2017.

### COMPOSITION OF THE MANAGEMENT OF PKO BANK POLSKI SA AS AT 31 DECEMBER 2019

#### ZBIGNIEW JAGIEŁŁO - PRESIDENT OF THE MANAGEMENT BOARD

<p>Member of the Management Board since 1 October 2009.</p> <p>On 14 June 2017, he was re-appointed to the Management Board for the current term of office.</p>	<p>President of the Management Board of PKO Bank Polski SA since October 2009, appointed for subsequent terms of office in 2011, 2014 and 2017. Before that, for almost 9 years he was President of the Management Board of Pioneer Pekao TFI SA. Within the global structure of Pioneer Investments he was also responsible for supervising distribution in the CEE region. In the second half of the 1990s, as Vice President of the Management Board, he participated in the process of establishing PKO/Credit Suisse TFI SA.</p> <p>In his twenty years of working on the financial markets he was responsible, among other things, for:</p> <ul style="list-style-type: none"> <li>• successfully steering PKO Bank Polski SA through a critical period of turmoil on the international financial markets, while strengthening the Bank's position as leader in terms of assets, equity and earnings in Poland and the CEE region;</li> <li>• developing and implementing the PKO Bank Polski SA's strategy for the years 2010-2012 and 2013-2015, which resulted in a significant increase in assets and strong business efficiency gains as well as in increased interest in the company among domestic and international investors;</li> <li>• adjustment of PKO Bank Polski SA to the requirements of the ever more competitive financial market through the increased attractiveness of its product offer and quality of its customer service;</li> <li>• refocusing of the PKO Bank Polski SA Group's operational model towards its core activity of providing financial services.</li> </ul>
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He is actively involved in the development and promotion of high standards of operations of the financial market in Poland. He is a member of the Council of the Polish Bank Association and of the prestigious Institute International D'Etudes Bancaires, which brings together the international banking community. His previous functions included, among other things, that of Chairman of the Chamber of Fund and Asset Management.

He graduated from the Wrocław Technical University's Faculty of Computer Science and Management. He also completed Postgraduate Management Studies at the Gdansk Foundation for Management Development and the University of Gdansk, with an Executive MBA certified by the Rotterdam School of Management, Erasmus University.

He was awarded the Officer's Cross of the Order of Polonia Restituta by the President of the Republic of Poland, and the Social Solidarity Medal for promoting the idea of corporate social responsibility. He was Chairman of the Programme Council of the PKO Bank Polski's Foundation that was established on his initiative, in 2010.

Recipient of several awards and titles. He was selected CEO of the Year by the stock exchange journal Parkiet in 2011. He was awarded the Wektor 2011 and 2018 prize granted by the Polish Employers' Committee, and the Golden Banker prize in the Personality of the Year 2011 category. He was also a recipient of the Manager of the Year 2011, 2014 and 2016 awards in a competition organized by Gazeta Bankowa. In 2012, 2014 and 2015, Bloomberg Businessweek Polska singled him out as one of the Top 20 Managers in the Polish Economy. He was honoured by Bank - financial monthly - with the title of "Innovator of the Banking Sector 2012." He also received the special award of "Man of the Year 2013" from Brief monthly and "Visionary 2013" from Dziennik Gazeta Prawna. In 2014, he received an honourable mention from Gazeta Finansowa as one of the "25 Most Valuable Managers in the World of Finance." In 2015, he received a medal from the Polish Chamber of Commerce (KIG) for supporting the development of economic self-government and entrepreneurship, and he was awarded an eDucat statuette by the Foundation for the Development of Non-cash Payments for his vision of the development of non-cash payments and the effective building of a coalition for the mobile payment standard. The industry service Mediarun.com recognized him as the most pro-marketing president, and the chancellery of Responsible Business Awards awarded him the title of Outstanding CEO Philanthropist. In 2017, he was awarded the Lesław A. Paga Prize for his contribution to the development of the Polish economy and promotion of high standards of operations of the financial market in Poland. In 2019, he was granted the titles of Personality of the Year in the Golden Laurel competition organized by Super Biznes and Finance Visionary in the "Banking and Insurance Leaders" competition; he was also granted the Bulls and Bears award by the stock exchange journal Parkiet and he was elected the most valuable CEO among the managers of listed companies in the ranking published by Rzeczpospolita daily.

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**FUNCTIONS PERFORMED IN COMMITTEES AS AT 31 DECEMBER 2019**

Assets and Liabilities Management Committee (Chair of the Committee);  
Risk Committee (Chair of the Committee);  
Transformation Committee (Chair of the Committee);  
Strategy Committee (Chair of the Committee);  
IT Security Committee (Chair of the Committee).

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**RAFAŁ ANTCAK - VICE-PRESIDENT OF THE MANAGEMENT BOARD OF THE BANK IN CHARGE OF THE ENTERPRISE BANKING, ANALYSES AND ADMINISTRATION AREA**

On 14 June 2017, he was appointed to the Management Board for the current term of office.

Economist and manager with more than 25 years of experience in international and domestic projects for companies in the financial and real economy sectors, governments and research institutions. He graduated from the Faculty of Economic Sciences at the University of Warsaw and a Comprehensive Course in Market Economics at the Joint Vienna Institute (1997). From October 2008 to January 2017, he was a Member of the Management Board of Deloitte Consulting S.A., responsible, among other things, for research, micro and macroeconomic projections, strategic and business consulting. From 2006 to 2008, he was Managing Director and Chief Economist of the PZU Group and Member of the Supervisory Boards of PZU Asset Management, PZU-Ukraina, PZU-Ukraina Ubezpieczenia na Życie and UFG. In 2006-2008, active lecturer at the Faculty of Management and the MBA Programme of the University of Warsaw. In 1994-2006, economist with the Centre for Social and Economic Research CASE Science Foundation. Author of many publications on economics and market research. Since December 2018, member of the Supervisory Board of Centralny Port Komunikacyjny sp. z o.o., chairman of the Supervisory Board of PKO Leasing SA and PKO Faktoring SA.

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**FUNCTIONS PERFORMED IN COMMITTEES AS AT 31 DECEMBER 2019**

Strategy Committee (Member of the Committee);  
The Bank's Loan Committee (Member of the Committee).

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**RAFAŁ KOZŁOWSKI - VICE-PRESIDENT OF THE MANAGEMENT BOARD OF THE BANK IN CHARGE OF FINANCE AND ACCOUNTING AREA**

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Appointed to the position of Vice-President of the Management Board of the Bank on 21 December 2017, as of 1 January 2018 appointed for the current joint term of office of the Management Board.

Since 2012 he has been associated with PKO Bank Polski SA, where he was responsible, among other things, for launching the mortgage bank. Since the establishment of PKO Bank Hipoteczny SA, as President of its Management Board he was responsible for the development of the institution and quickly guided it to the top of the list of the largest mortgage banks in Poland. Under his management the bank quickly became the largest issuer of mortgage-covered bonds on the Polish market, and conducted the largest issues of Polish mortgage-covered bonds abroad.

Rafał Kozłowski is from Łomża. He graduated from the Warsaw School of Economics (faculty: Quantitative Methods and Information Systems) and the University of Warsaw and the University of Illinois, where in 2008 he completed his Executive MBA studies. He has been in the banking business since 1995. He worked at managerial positions in Powszechny Bank Kredytowy SA, Bank BPHPBK SA, Bank Pekao SA and PKO Bank Polski SA. He was also Finance Director and Member of the Management Board in the Corporation of European Pharmaceutical Distributors N.V. in Amsterdam, where he managed an international holding of 160 companies in Poland, Lithuania and the United Kingdom.

In the course of his professional career he engaged in the construction of banking strategies and budgets and their monitoring, preparing financial analyses and stock exchange reports, and preparing public offerings and acquisitions of foreign entities.

He is top class specialist in controlling, accounting and reporting, finance risk and mortgage banking.

He is a member of the Supervisory Board of Bank Pocztowy SA and Operator Chmury Krajowej sp. z o.o.

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**FUNCTIONS PERFORMED IN COMMITTEES AS AT 31 DECEMBER 2019**

Assets and Liabilities Committee (Member of the Committee);  
Data Quality Committee (Deputy Chair of the Committee);  
Risk Committee (Member of the Committee);  
Operational Risk Committee (Member of the Committee);  
Transformation Committee (Member of the Committee);  
Strategy Committee (Member of the Committee).

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**MAKS KRACZKOWSKI - VICE-PRESIDENT OF THE MANAGEMENT BOARD OF THE BANK IN CHARGE OF THE INTERNATIONAL AND TRANSACTION BANKING AND COOPERATION WITH LOCAL GOVERNMENT AUTHORITIES AND GOVERNMENT AGENCIES**

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Member of the Management Board since 4 July 2016.

On 14 June 2017, he was re-appointed to the Management Board for the current term of office.

He graduated from the University of Warsaw's Faculty of Law and Administration. He obtained an Executive MBA diploma in the Management University (Wyższa Szkoła Menadżerska) in Warsaw and completed the Advanced Management Program 194 at the Harvard Business School.

He was Member of the Sejm in the 5th, 6th, 7th and 8th terms. As an MP he mainly engaged in economic and financial market topics. He was Chair and Deputy Chair of the Economic Committee of the Sejm (2005-2006, 2007-2015) and member of the Parliamentary Legislation Committee (2005-2011, 2015-2016). In the years 2015-2016 he was Deputy Chair of the Parliamentary Committee for Economy and Development.

He has many years of experience in establishing laws and knowledge of Polish and international business matters.

Currently he is Chairman of the Supervisory Board of KREDOBANK SA. Due to the changes in organizational structures, since 2 September 2019 he has also been responsible for supervising the operations of KREDOBANK SA.

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**FUNCTIONS PERFORMED IN COMMITTEES AS AT 31 DECEMBER 2019**

The Bank's Loan Committee (Member of the Committee),  
Strategy Committee (Member of the Committee).

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**MIECZYŚLAW KRÓL - VICE-PRESIDENT OF THE MANAGEMENT BOARD OF THE BANK IN CHARGE OF THE OPERATIONS AREA**

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Member of the Management Board since

Banker, finance specialist, manager, holder of an MA in economics, a graduate of the Warsaw School of Economics (the Faculty of Finance and Statistics) and the International School of Management. He

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6 June 2016. completed his post-graduate studies at the Warsaw School of Economics (Collegium of Management and Finance).

On 14 June 2017, he was re-appointed to the Management Board for the current term of office. He has been working in banking and finance for over thirty years. He has worked, among other things, at the National Bank of Poland. He was a director at PKO Bank Polski SA for many years. In 2006-2010, he was Director of the Audit Department at PKO Bank Polski SA and Chair of the Audit Committee at KREDOBANK SA; then, in 2011-2015, he was Director of the Audit Department at Bank Ochrony Środowiska SA in Warsaw. In 2006-2007, he was a member of the Supervisory Board of the Financial and Banking Centre in Warsaw. In 2007, he was Chairman of the Supervisory Board of Zakłady Chemiczne Organika Sarzyna in Nowa Sarzyna and of the Monument Preservation and Conservation Workshops. He has lectured at the Academy of Business Activity in Warsaw. He has authored many articles about banking and economics.

In 1998-2002, he was a councillor for the County [powiat] of Warsaw. He was Deputy Chairman of the Budget Committee and a member of the Audit Committee. In 2002-2014, he was a councillor for the City of Warsaw, where he was, among other things, Chairman and then Deputy Chairman of the Budget and Finance Commission and a member of the Health Commission. As part of his social activities, he managed the Social Board at the Father Jerzy Popiełuszko Hospital in Warsaw – Bielany.

He is a member of the Supervisory Boards of PKO Życie Towarzystwo Ubezpieczeń SA and PKO Towarzystwo Ubezpieczeń SA.

**FUNCTIONS PERFORMED IN COMMITTEES AS AT 31 DECEMBER 2019**

Operational Risk Committee (Member of the Committee);  
Strategy Committee (Member of the Committee).

**ADAM MARCINIAK - VICE-PRESIDENT OF THE MANAGEMENT BOARD OF THE BANK IN CHARGE OF THE IT AREA**

On 21 September 2017, he was appointed to the Management Board for the current term of office effective from 1 October 2017.

He has worked for PKO Bank Polski SA since 2011. In 2011-2017 Director of the Application Development and Maintenance Division of PKO Bank Polski SA; from 2011 to 2014, Vice-President of Inteligo Financial Services SA; until 2017 Member of the Supervisory Board of PKO Bank Hipoteczny SA; and currently Chair of the Supervisory Boards of: PKO BP Finat sp. z o.o. and Operator Chmury Krajowej sp. z o.o. Previously, he worked for Pekao SA as the Operating Director of the Electronic Channels Development and Management Office and the Director of the IT Department in the Central Brokerage Office of Pekao SA. He is Chair of the Executive Committee of the Electronic Banking Council of the Polish Bank Association. At the turn of 2015/2016 he co-created the Bankowe Centrum Cyberbezpieczeństwa (Banking Cyber Security Centre). Recipient of many industry awards and titles, including the title of Ambassador for Electronic Economy at the 10th Congress of Electronic Economy, and the CIO Diamond awarded by the jury of the 2015 CIO of the Year competition of IDG Poland SA. He won the special title of "Banking Market Innovator 2015" of Miesięcznik Finansowy BANK and the Nicholas Copernicus Medal awarded by the Polish Bank Association in 2016. He also won the title of "Leader of Digitization of the Banking Sector 2018" granted by Members of the Banking Technologies Forum in 2018 for achievements and projects completed within the PKO Bank Polski SA Group and for the banking sector as a whole. He graduated from the Military Technical Academy in Warsaw and the Warsaw Management University.

**FUNCTIONS PERFORMED IN COMMITTEES AS AT 31 DECEMBER 2019**

IT Architecture Committee (Chair of the Committee);  
Data Quality Committee (Chair of the Committee);  
Operational Risk Committee (Deputy Chair of the Committee);  
IT Security Committee (Deputy Chair of the Committee);  
Risk Committee (Member of the Committee);  
Transformation Committee (Member of the Committee);  
Strategy Committee (Member of the Committee).

**PIOTR MAZUR - VICE-PRESIDENT OF THE MANAGEMENT BOARD OF THE BANK IN CHARGE OF THE RISK MANAGEMENT AREA**

Member of the Management Board since 8 January 2013.

On 14 June 2017, he was re-appointed to the Management Board for

He is Vice President of the Management Board of PKO Bank Polski SA in charge of the Risk Management Area, upon the approval of the Polish Financial Supervision Authority granted on 8 January 2013. He graduated from the Faculty of Organization and Management at the Academy of Economics in Wrocław. He has more than 20 years of experience in banking; since 2000, he has been working as manager, mainly in charge of risk, restructuring and loans. He has worked for international financial groups operating in Europe, the USA and South America. He is a member of supervisory boards, creditors' committees, a member and chairman of key risk management committees. He

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the current term of office. participated in the development of the strategy of Bank Zachodni WBK SA, was directly responsible for risk management, the optimization of debt collection and restructuring processes, and cooperated with the regulators in Poland and abroad.

After graduating in 1991, he began his professional career in Bank BPH SA, in the area of loans. In 1992, he started work at Bank Zachodni SA, and then, after the merger with Wielkopolski Bank Kredytowy SA, he worked for BZ WBK SA. In the years 1992-2000 he was employed in the Department of Capital Investments, and then in the years 2000-2005 he was Director of the Department of Credit Quality Control. In the years 2005-2008 he was Director of the Business Intelligence and Risk Management Area, and in the years 2008-2010 – Deputy Chief Risk Officer. From January 2011 he was Chief Credit Officer and from March 2012 also Deputy Chief Risk Officer. Moreover, he was Chairman of the Loan Committee at BZ WBK SA, Deputy Chairman of the Credit Risk Forum, and Deputy Chairman of the Risk Model Forum.

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**FUNCTIONS PERFORMED IN COMMITTEES AS AT 31 DECEMBER 2019**

The Bank's Loan Committee (Chair of the Committee);  
Operational Risk Committee (Chair of the Committee);  
Risk Committee (Deputy Chair of the Committee);  
Assets and Liabilities Management Committee (Member of the Committee);  
Strategy Committee (Member of the Committee);  
IT Security Committee (Member of the Committee);  
Data Quality Committee (Member of the Committee).

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**JAKUB PAPIERSKI - VICE-PRESIDENT OF THE MANAGEMENT BOARD OF THE BANK IN CHARGE OF THE CORPORATE AND INVESTMENT BANKING AREA**

Member of the Management Board since 22 March 2010.

On 14 June 2017, he was re-appointed to the Management Board for the current term of office.

He graduated from the Warsaw School of Economics. He has a Chartered Financial Analyst (CFA) licence.

He started his professional career in 1993 in the consulting company Pro-Invest International. From 1995 to 1996, he worked for ProCapital Brokerage House and subsequently for Creditanstalt Investment Bank. In March 1996, he started work for Deutsche Morgan Grenfell/Deutsche Bank Research, where he was responsible for the banking sector in Central and Eastern Europe.

From November 2001 to September 2003, he worked for Bank Pekao SA as Executive Director of the Financial Division, directly supervising the financial and fiscal policy of the bank, management information systems, as well as the treasury and management of investment portfolios; moreover, he was a member of the Assets and Liabilities Management Committee in the Bank. In October 2003, he was appointed President of the Management Board of Centralny Dom Maklerski Pekao SA. In September 2006, he also took up the position of Deputy Chairman of the Supervisory Board of Pioneer Pekao TFI SA. From May 2009, he was acting President of the Management Board of Allianz Bank Polska SA and in October 2009 he became President of the Management Board.

From 2005 to 2009, he was Chairman of the Programme Council of the Capital Market Leader Academy established at the Lesław Paga Foundation and is now a member of the Programme Council.

He is a member of the supervisory boards of PKO Bank Hipoteczny SA, PKO Leasing SA, PKO BP BANKOWY PTE SA and KREDOBANK SA.

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**FUNCTIONS PERFORMED IN COMMITTEES AS AT 31 DECEMBER 2019**

The Bank's Loan Committee (Member of the Committee),  
Assets and Liabilities Management Committee (Member of the Committee);  
Risk Committee (Member of the Committee);  
Strategy Committee (Member of the Committee).

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**JAN EMERYK ROŚCISZEWSKI - VICE-PRESIDENT OF THE MANAGEMENT BOARD OF THE BANK IN CHARGE OF THE RETAIL MARKET AREA**

Member of the Management Board since 18 July 2016.

On 14 June 2017, he was re-appointed to the Management Board for the current term of office.

He graduated from the Faculty of Humanities of the Catholic University of Lublin, with an MA in history. He earned a DEA diploma from the Paris Institute of Political Studies (Institut d'Etudes Politiques de Paris) and holds an Executive MBA diploma. He completed various training courses in finance, insurance and management in France, Great Britain and Poland. He also has insurance broker's qualifications.

In 1990-1991 he worked in France for AXA Banque and AXA International, and in 1991-1993 for Groupe Azur. From 1993 to 1996, he was a Member of the Management Board of TU Azur Ostoja SA and TUnż Azur Życie SA. From 1996 he worked for BNP Paribas. In 1998-2016, he managed – as President of the Management Board – TUnż Cardif Polska SA. Simultaneously, in 2001-2016 he held

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the position of Director General of Cardif Assurance Risques Divers in Poland. He also performed the function of Deputy Chair of the Audit Committee of the Polish Chamber of Insurance. He was Chair of the Supervisory Board of Pocztylion-Arka PTE SA (1998-2016), Deputy Chair of the Supervisory Board of Pocztaowa Agencja Usług Finansowych SA (2000-2014), member of the Audit Committee of the Polish Chamber of Insurance (2012-2016), member of the Supervisory Board of BBI Development NFI SA (2011-2018), member of the Supervisory Board of PKO Leasing SA (2016-2018), PKO Faktoring SA (2017-2018) and PKO Bank Hipoteczny SA (2017-2019). Currently he is Chair of the Supervisory Board in the following PKO Bank Polski SA Group companies: PKO Towarzystwo Funduszy Inwestycyjnych SA, PKO Towarzystwo Ubezpieczeń SA and PKO Życie Towarzystwo Ubezpieczeń SA. He is Deputy Chair of the Supervisory Board of Bank Pocztowy SA.

From 1981 to 1983, he was active in the charity organization of the Primate's Committee for Help to People Deprived of Liberty. He is a Knight of Honour and Devotion of the Sovereign Military Order of Malta, and has held the position of hospitaller of the Polish Association of the Sovereign Military Order of Malta. He is a member of PTher and a member of the Warsaw Mountaineering Club. He was awarded the Officer's Cross of the Order of Polonia Restituta and Bene Merito of the Ministry of International Affairs for strengthening Poland's position on the international arena. He is author and co-author of historical books and articles on finance and management.

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**FUNCTIONS PERFORMED IN RISK COMMITTEE (MEMBER OF THE COMMITTEE);**  
**COMMITTEES AS AT STRATEGY COMMITTEE (MEMBER OF THE COMMITTEE);**  
**31 DECEMBER 2019 THE BANK'S LOAN COMMITTEE (MEMBER OF THE COMMITTEE).**

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#### CHANGES IN THE COMPOSITION OF THE MANAGEMENT BOARD IN 2019

In 2019 there were no changes in the composition of the Bank's Management Board.

#### PRINCIPLES OF OPERATIONS OF THE BANK'S MANAGEMENT BOARD

The Management Board makes decisions in the form of resolutions.

In 2019, the Bank's Management Board held 48 meetings and passed 561 resolutions.

Declarations on behalf of the Bank are made by:

- the President of the Management Board acting independently;
- two members of the Management Board acting jointly or one member of the Management Board acting jointly with a proxy;
- two proxies acting jointly;
- attorneys acting independently or jointly, within the framework of the power of attorney granted.

As at 31 December 2019 the Bank had five proxies. No proxy was cancelled or granted in 2019.

#### COMPETENCIES OF THE BANK'S MANAGEMENT BOARD

In accordance with § 20 section 1 of the Articles of Association of PKO Bank Polski SA, the competencies of the Management Board include all matters related to managing the affairs of PKO Bank Polski SA, including purchase and disposal of real estate, share in real estate or perpetual usufruct, that do not fall within the competencies of the General Shareholders' Meeting or the Supervisory Board, in accordance with the provisions of the generally applicable law or provisions of the Articles of Association of PKO Bank Polski SA.

Taking decisions on incurring liabilities or disposal of assets, the total value of which in respect of one entity exceeds 5% of equity, shall remain within the competencies of the Management Board, unless it is reserved for the General Shareholders' Meeting.

Decisions on the acquisition of the Bank's shares for the purposes of their redemption and determining the value of remuneration for shares redeemed, and on increasing or reducing the Bank's share capital are not within the competencies of the Management Board – they are taken by the General Shareholders' Meeting.

Resolutions of the Management Board are required with respect to all matters exceeding the scope of the Bank's ordinary business. Resolutions of the Management Board are passed by an absolute majority of votes. In the event of an equal number of votes, the President of the Management Board has the casting vote. The Management Board's working procedures and matters that require a Management Board resolution are specified in the Rules of the Management Board. Members of the Management Board participate in managing the activities of the Bank in line with the principles set out in the Rules of the Management Board and the Organizational Rules of the Bank. Members of the Management Board supervise the areas of activities allocated to them, and take decisions on matters of ordinary management within the areas supervised by them.

## COMMITTEES OF THE BANK'S MANAGEMENT BOARD

As at the end of 2019, the following standing committees functioned in the Bank with the participation of Members of the Management Board:

### ASSETS AND LIABILITIES MANAGEMENT COMMITTEE OF PKO BANK POLSKI SA

<b>PURPOSE</b>	Managing assets and liabilities by influencing the structure of the balance sheet of PKO Bank Polski SA and its off-balance sheet items in a manner conducive to achieving the optimum financial result.
<b>TASKS</b>	Supporting the Management Board in the following activities of the Bank and its Group: <ul style="list-style-type: none"><li>● shaping the structure of the Bank's balance sheet;</li><li>● capital adequacy management;</li><li>● managing profitability, taking into account the specific nature of the individual areas of activity and the respective risks;</li><li>● managing financial risk, including market and liquidity risks, business risk, and credit risk (settlement and pre-settlement risk) of the transaction on the wholesale market.</li></ul>

### RISK COMMITTEE

<b>PURPOSE</b>	Setting strategic directions and tasks with respect to banking risk in the context of the Bank's strategy and circumstances arising from the macroeconomic situation and the regulatory environment, analysing periodic reports related to banking risks and developing appropriate guidance based thereon, as well as preparing the banking risk management strategy and its periodic reviews.
<b>TASKS</b>	<ul style="list-style-type: none"><li>● Monitoring the integrity, adequacy and effectiveness of the banking risk management system, capital adequacy and allocation of internal capital to individual business lines and implementing the risk management policy pursued as part of the adopted Strategy of the Bank;</li><li>● analysing and evaluating the utilization of strategic risk limits set in the Banking Risk Management Strategy;</li><li>● expressing opinions on periodic risk reports submitted for approval to the Supervisory Board and taking into account information from these reports when issuing opinions.</li></ul>

### LOAN COMMITTEE OF THE BANK

<b>PURPOSE</b>	Management of credit risk occurring when taking lending decisions or decisions concerning liabilities managed by responsible units of the Bank, as well as management of the risk of incurring losses as a result of taking wrong business decisions on the basis of the credit risk models.
<b>TASKS</b>	<ul style="list-style-type: none"><li>● Taking lending decisions concerning the biggest matters of the Bank's Customers, as well as issuing recommendations for the Bank's Management Board in lending matters;</li><li>● taking decisions in matters concerning restructured receivables;</li><li>● setting industry limits concerning appetite for portfolio credit risk and exposure concentration risk;</li><li>● taking decisions concerning the implementation of credit risk models and anti-fraud models in lending processes, in particular with respect to scoring or rating;</li><li>● taking decisions on the implementation of a model for determining allowances for expected credit losses on financial assets;</li><li>● accepting reports on the monitoring or review of models and loan portfolio quality, in which credit risk models are used;</li><li>● accepting monthly and quarterly credit risk reports.</li></ul>

### OPERATIONAL RISKS COMMITTEE

<b>PURPOSE</b>	Effective management of operational risk, improving the safety of the Bank's operating activities.
<b>TASKS</b>	<ul style="list-style-type: none"><li>● Determining the directions of operational risk management development;</li><li>● supervising the functioning of operational risk management, including the tasks concerning continuity of the Bank's operations;</li><li>● coordinating operational risk management;</li><li>● determining measures to be taken in the event of an emergency which exposes the Bank to reputational risk and results in operating losses.</li></ul>

### TRANSFORMATION COMMITTEE

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<b>PURPOSE</b>	Ensuring effective transformation of the Bank in accordance with the Bank's accepted development directions, including those that are implemented in the form of projects.
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<b>TASKS</b>	<ul style="list-style-type: none"><li>• Operational management of the Bank's Strategy, also by creating autonomous project teams;</li><li>• taking decisions pertaining to the implementation of and changes to strategic programmes and projects, as well as decisions pertaining to material costs and other operating costs;</li><li>• supervising and monitoring the implementation of strategic programmes and projects, operational projects and projects carried out within the framework of the replacement portfolios, in particular of the status of works, project budgets, financial and non-financial benefits;</li><li>• initiating activities enhancing the Bank's effectiveness;</li><li>• managing the annual financial limit for the implementation of projects;</li><li>• solving disputes within the area of competencies of the Committee, on lower decision-making levels.</li></ul>
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#### STRATEGY COMMITTEE

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<b>PURPOSE</b>	Oversight of the strategic planning process and management of the Bank's strategy.
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<b>TASKS</b>	<ul style="list-style-type: none"><li>• Managing the activities related to strategy development and implementation;</li><li>• approving the strategy development schedule and the strategy implementation schedule;</li><li>• taking key decisions necessary to ensure the implementation of the strategy, including the implementation of strategic initiatives;</li><li>• solving potential disputes arising when working on individual strategic initiatives.</li></ul>
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#### IT ARCHITECTURE COMMITTEE

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<b>PURPOSE</b>	Development of the IT architecture ensuring the implementation of the Bank's Strategy.
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<b>TASKS</b>	<ul style="list-style-type: none"><li>• Development of key assumptions of the IT architecture of the Bank (principles);</li><li>• periodic evaluation of the IT architecture functioning in the Bank;</li><li>• development of a target architecture model;</li><li>• initiating activities aimed at implementing the target architecture model.</li></ul>
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#### IT SECURITY COMMITTEE

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<b>PURPOSE</b>	Increasing the effectiveness of supervision and control over the IT system safety in PKO Bank Polski SA (SIB).
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<b>TASKS</b>	Issuing recommendations on the SIB safety, in particular related to: <ul style="list-style-type: none"><li>• coordination and monitoring of work related to the SIB safety;</li><li>• setting the directions of the activities of the Bank with respect to SIB safety;</li><li>• specifying desirable actions, which in the Committee's opinion should be taken in the event of emergency situations which put the Bank's image at risk and cause operating or financial losses in the area of SIB safety;</li><li>• monitoring the risk related to SIB safety.</li></ul>
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#### DATA QUALITY COMMITTEE

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<b>PURPOSE</b>	Setting strategic directions of the activities relating to data quality management and data architecture in the Bank in the context of the Data Management System (DMS), oversight of its functioning and assessment of its effectiveness and the activities undertaken by the individual organizational units of the Bank.
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<b>TASKS</b>	Taking decisions on data management in the Bank, including in particular decisions pertaining to: <ul style="list-style-type: none"><li>• DMS development directions;</li><li>• recommendations to organizational units of the Bank regarding data management activities;</li><li>• detailed data management solutions;</li><li>• assessing the effectiveness of the operations of the DMS, determining priority measures as part of the DMS, and drawing up periodical action plans;</li><li>• allocation of the ownership of data groups;</li><li>• solving disputes pertaining to the DMS at the request of the Committee members;</li><li>• approving – in cases justified especially by the need to ensure the continuity of the Bank's operations – deviations from data quality criteria and rules as well as data quality solutions standards.</li></ul>
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In addition to the aforementioned functions, Members of the Bank's Management Board were also members of non-standing committees, including steering committees established within the framework of projects being implemented.