

**POLICY FOR THE ASSESSMENT OF SUPERVISORY BOARD  
MEMBERS AT BANK HANDLOWY W WARSZAWIE S.A.**

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## 1. INTRODUCTION

### 1.1 Definitions

The following terms as used in the Policy shall have the following meanings:

**Bank** means Bank Handlowy w Warszawie Spółka Akcyjna;

**Supervisory Board Member** means a candidate to the Supervisory Board or a person already sitting on the Supervisory Board;

**Directive CRD IV** means Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms, amending Directive 2002/87/EC and repealing Directives 2006/48/EC and 2006/49/EC;

**PFSA** means the Polish Financial Supervision Authority;

**Policy** means this Policy for the assessment of the Supervisory Board Members;

**Banking Law** means Act as of 29, August 1997 – Banking law (consolidated text: Dz.U. [Journal of Laws] of 2015, no. 128, with amendments);

**Personal Data Protection Act** means Act as of 29, August 1997 on personal data protection (consolidated text: Dz.U. [Journal of Laws] of 2016, no. 922, with amendments);

**Qualification Assessment Guidelines** means the European Banking Authority’s Guidelines of 22 November 2012 on the assessment of the suitability of members of the management body and key function holders;

**Guidelines on Internal Governance** means the European Banking Authority’s Guidelines on Internal Governance of 27 September 2011.

### 1.2 The scope of the Policy

This Policy constitutes the policy for assessing the suitability of Supervisory Board Members, which is referred to in par. 7.1 of the Qualification Assessment Guidelines-.

### 1.3 Adopting Procedure

This Policy shall be adopted by the resolution of the Bank’s Shareholders’ Meeting.

### 1.4 Applicability

This Policy shall apply to appointing and revoking the Supervisory Board Members.

### 1.5 Assessment of qualifications – general rules

1.5.1 The process of assessment of the Supervisory Board Member includes the Committee of the Supervisory Board for Appointments and Remuneration (hereinafter the “**Committee**”) according to the rules set forth in this Policy.

1.5.2 Taking into account the preliminary assessment of qualifications of the Supervisory Board Member together with the recommendations referred to in par. 4.2 of this Policy, the Shareholders’ Meeting shall perform an individual assessment of each Supervisory Board Member and a collective assessment of the Supervisory Board as a body of the Bank according to the criteria set out in this Policy, recording the fact of the assessment and its results in the contents of the undertaken resolution. The Shareholders’ Meeting should assess the qualifications of each candidate for the Supervisory Board Member prior to their appointment.

1.5.3 Taking into account the preliminary assessment of qualifications of the Supervisory Board Member together with the recommendations referred to in par. 5.2 of this Policy, with respect to par. 5 of this Policy, the Shareholders’ Meeting shall perform a re-assessment of the qualifications of the Bank’s Supervisory Board Members when there is a justified doubt as to

whether they have adequate qualifications, especially when a particular event or situation requires such a re-assessment, as a way to verify the person's qualifications. The re-assessment may only involve verifying whether the person concerned continues to hold the required qualifications after the event or situation.

- 1.5.4 The Bank shall, immediately after a new Supervisory Board is appointed or the composition of the existing Supervisory Board is changed, notify the PFSA of the composition or new composition of the Supervisory Board, along with the information, based on its assessment, that the Supervisory Board Members meet the requirements for knowledge, skills, experience, and proper performance guarantee and comply the requirements with the applicable restrictions on the holding, by Supervisory Board Members, of positions on the governing bodies of other entities.
- 1.5.5 The documentation for the purposes of the assessment performed by the Shareholders' Meeting shall be gathered and kept by the Bank's Organisational Bureau.

## **2. GENERAL ASSESSMENT CRITERIA**

- 2.1 The Shareholders' Meeting shall assess the qualifications of Supervisory Board Members, taking into account the nature, scale and complexity of the Bank's business, as well as the preliminary assessment of qualifications of the Supervisory Board Member and recommendations on his/her appointment, issued by the Committee.
- 2.2 The assessment of the Supervisory Board Members includes:
  - a) determining, whether the assessed person has the knowledge, skills and experience suitable to the function this person shall be performing in the Bank, as well as the scope of duties assigned to this function;
  - b) determining, whether the assessed person gives guarantee of proper performance of the duties assigned to the function this person shall be performing in the Bank.
- 2.3 Whenever this Policy mentions the "qualifications", they shall be deemed as knowledge, skills, experience and guarantee of proper performance of the duties, including reputation.
- 2.4 The level and type of experience expected of Supervisory Board Members may vary.
- 2.5 The Supervisory Board Members should enjoy an unblemished reputation and guarantee the proper performance of the duties they are entrusted with.
- 2.6 If the Bank learns about circumstances where the knowledge, skills, experience and/or guarantee of proper performance of the duties of a Supervisory Board Member may be questioned, the future or potential impact of such circumstances on the qualifications of the person concerned must be assessed. The assessment required in the preceding sentence must include all material circumstances known at the time of the assessment, regardless of place or time of their occurrence.
- 2.7 When assessing Supervisory Board Members, the Shareholders' Meeting shall assess whether each person individually has the qualifications. The Shareholders' Meeting shall assess whether the Supervisory Board as a whole has the qualifications when appointing the new Supervisory Board Member.
- 2.8 Supervisory Board Members should be able to devote sufficient time and effort to perform their duties effectively.
- 2.9 Supervisory Board Members may hold simultaneously only a number of functions, on the terms specified in the Banking law, and engage in any other time-consuming activities only to a limited extent.

### **3. DETAILED ASSESMENT CRITERIA**

3.1 The description of the detailed assessment criteria of the Supervisory Board Members is contained in Part 1 in Appendix 2.

### **4. DETAILED ASSESSMENT PROCESS AND THE DOCUMENTS REQUIRED FOR THE FIRST APPOINTMENT OF A SUPERVISORY BOARD MEMBER**

4.1 By first appointment, the shareholder submitting the candidate, or (when the shareholder does not), a candidate himself/herself, within the scope of the consent mentioned in par. 4.3, shall provide to the Committee with the information and documents necessary to perform the candidate's assessment based on the criteria stated in this Policy, listed below:

- a) the candidate's CV, including:
  - i) the candidate's first name and surname, surname at birth, and the candidate's parents' first names;
  - ii) the date and place of the candidate's birth, the candidate's citizenship;
  - iii) the candidate's permanent and usual address of registered and usual residence at the time of submitting the appointment request; and
  - iv) detailed description of education, skills and experience;
- b) an information form with the information and statements required for an assessment in accordance with this Policy, the draft of which is in Appendix 2;
- c) reference letters for the last 3 years, if available, or if not available, the candidate may possibly provide contact details to the persons indicated in the form mentioned in point b) above, who may give their references about the candidate (up to 3 persons).

4.2 The Committee shall verify the received documents and information indicated in par. 4.1 of this Policy and based on the possessed material, performs the preliminary individual assessment of the Supervisory Board Member and the collective assessment of the Supervisory Board as the Banks body, and then prepares the recommendation on appointment of the candidate. The Chairman of the Committee or other designated person shall submit to the General Meeting the Committee's preliminary assessment of qualifications and the recommendation on appointment of the candidate in order for the General Meeting of the Bank to perform the assessment of qualifications.

4.3 The Supervisory Board Member shall file to the Bank his/her written consent on processing by the Bank his/her personal data, including the sensitive personal data in the scope which is required to perform the selection and assessment according to this Policy and in compliance with the Act on Personal Data Protection. The consent is voluntary and may be recalled in any time.

### **5. DETAILED RE-ASSESSMENT PROCESS AND MEASURES TAKEN IF THE CANDIDATE LACKS THE REQUIRED QUALIFICATIONS**

5.1 The Shareholders' Meeting shall perform an individual re-assessment of a Supervisory Board Member if:

- a) the Supervisory Board Member is to be appointed for another term of office; and
- b) the Shareholders' Meeting receives information questioning the qualifications possessed by the Supervisory Board Member which are required to further performance of the function, described in this Policy.

- 5.2 Each individual re-assessment of a Supervisory Board Member involves:
- a) determining whether the person being re-assessed maintains necessary knowledge, skills and experience suitable to the function this person shall be performing in the Bank, as well as the scope of duties assigned to this function; and
  - b) determining whether anything has happened that may significantly affect the guarantee of proper performance of the duties by the person being re-assessed.
- 5.3 The Supervisory Board Member notifies the Committee immediately after a significant change occurs, that may affect the Supervisory Board Member's qualifications necessary for performing their functions, as referred to in this Policy. The Director of the Management Board's Organisational Bureau, once a year, is obligated to collect from every Supervisory Board Member information about the possible changes concerning the statements and information submitted before first appointment to the Supervisory Board, and is obliged to submit the collected information to the Committee. The Committee verifies the received information and performs the preliminary assessment of the Supervisory Board Member's qualifications in the scope described in par. 5.2 of this Policy. Within the same scope, the Committee verifies the information described in par. 5.1.b) of this Policy.
- 5.4 If the preliminary assessment of the Supervisory Board Member's qualifications performed by the Committee is negative, the Committee submits the assessment to the General Meeting together with recommendation on steps aiming at revocation of this Supervisory Board Member or, respectively, at individual training of the Supervisory Board Member or collective training of the whole Supervisory Board of the Bank in order to ensure that both individual and collective qualifications and experience of the Supervisory Board are sufficient. The nearest General Meeting performs the assessment process and decides in this area.
- 5.5 In case described in par. 5.1.a) of this Policy, the Director of the Management Board's Organisational Bureau is obligated to collect from every Supervisory Board Member information about the possible changes concerning the statements and information submitted before first appointment to the Supervisory Board. If there aren't any changes, the Supervisory Board Member confirms that the documents possessed by the Bank do not require update. The Director of the Management Board's Organisational Bureau submits the collected statements, information and documents to the Committee. The Committee verifies the received information, performs the preliminary assessment of the Supervisory Board Member's qualifications and submits the assessment together with the recommendation on re-appointment to the General Meeting of the Bank. The provisions of par. 4.2 shall apply respectively.

## **6. EFFECTIVE DATE**

This Policy is subject to adoption in accordance with par. 1.3 above and shall become effective when adopted by the Bank's Shareholders' Meeting.

## APPENDIX 1

### THE ASSESSMENT CRITERIA

#### 1. REPUTATION CRITERIA

- 1.1 A Supervisory Board Member should be considered to be of good repute if there is no evidence to suggest otherwise and no reason to have reasonable doubt about his or her good repute.
- 1.2 A Supervisory Board Member should not be considered to be of good repute if his or her personal or business conduct gives rise to any material doubt about his or her ability to ensure the sound and prudent management of the Bank.
- 1.3 Any criminal or relevant administrative records should be taken into account, considering the type of conviction or indictment, the level of appeal, the punishment received, the phase of the judicial process reached and the effect of any rehabilitation measures. The surrounding, including mitigating, circumstances and the seriousness of any relevant offence or administrative or supervisory action, the time period and the Supervisory Board Member's conduct since the offence and the relevance of the offence or administrative or supervisory action to the proposed role should be considered.
- 1.4 The cumulative effects of more minor incidents, which individually do not impinge on a Supervisory Board Member's reputation but may in sum have a material impact, should be considered.
- 1.5 Particular account should be taken of the following factors, which may cast doubt on a Supervisory Board Member's good repute:
  - a) conviction or prosecution of a criminal offence, in particular:
    - i) offences under the criminal code, laws governing banking, financial, securities, insurance activity, or concerning securities markets or securities or payment instruments, including laws on money laundering, market manipulation, or insider dealing and usury;
    - ii) offences of dishonesty, fraud, or financial crime;
    - iii) tax offences;
    - iv) other offences under legislation relating to companies, bankruptcy, insolvency, or consumer protection;
  - b) relevant current or past investigations and/or enforcement actions relating to the Supervisory Board Member, or the imposition of administrative sanctions for non-compliance with provisions governing banking, financial, securities, or insurance activities or those concerning securities markets, securities or payment instruments, or any financial services legislation;
  - c) relevant current or past investigations and/or enforcement actions by any other regulatory or professional bodies for non-compliance with any relevant provisions.
- 1.6 Attention should be paid to the following factors regarding the propriety of the Supervisory Board Member in past business dealings:
  - a) any evidence that the Supervisory Board Member has not been transparent, open, and cooperative in its dealings with supervisory or regulatory authorities;

- b) refusal of any economic registration, authorisation, membership, or license to carry out a trade, business, or profession; or revocation, withdrawal, or termination of such registration, authorisation, membership, or license; or expulsion by a regulatory or government body;
- c) the reasons for any dismissal from employment or any position of trust, fiduciary relationship, or similar situation, or having been asked to resign from employment in such a position; and
- d) disqualification by competent authority from acting as a person who directs the business.

1.7 The following situations regarding past and present business performance and financial soundness of a Supervisory Board Member with regard to their potential impact on the Supervisory Board Member's reputation should be considered:

- a) inclusion on the list of unreliable debtors or any negative records on this kind of list conducted by recognised credit bureau if available;
- b) financial and business performance of the entities owned or directed by the Supervisory Board Member or in which the member had or has significant share with special consideration to any rehabilitation, bankruptcy and winding-up proceedings and whether and how the Supervisory Board Member has contributed to the situation that lead to the proceedings;
- c) declaration of personal bankruptcy; and
- d) civil lawsuits, administrative or criminal proceedings, large investments or exposures and loans taken out, in so far they can have a significant impact on the financial soundness.

## **2. EXPERIENCE CRITERIA**

2.1 The assessment of a Supervisory Board Member's experience should consider both, the theoretical experience attained through education and training and the practical experience gained in previous occupations. It should be taken into account the skills and knowledge acquired and demonstrated by the professional conduct of the member.

2.2 With regard to assessment of a Supervisory Board Member's theoretical experience, particular consideration should be given to the level and profile of the education and whether it relates to banking and financial services or other relevant areas. Education in the areas of banking and finance, economics, law, administration, financial regulation and quantitative methods can in general be considered to be related to banking and financial services.

2.3 The assessment should not be limited to the educational degree or proof of a certain period of service in a bank, other financial institution or other entity. A more thorough analysis of the Supervisory Board Member's practical experience should be conducted as the knowledge gained from previous occupations depends on the nature, scale and complexity of the business as well as the function performed within it.

2.4 When assessing the experience of a member of the management body particular consideration should be given to theoretical and practical experience relating to:

- a) financial markets;
- b) regulatory framework and requirements;



- c) strategic planning, and understanding of a bank's business strategy or business plan and accomplishment thereof;
- d) risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of a bank, including the responsibilities of the member);
- e) assessing the effectiveness of a bank's arrangements, creating effective governance, oversight and controls; and
- f) interpreting a bank's financial information, identifying key issues based on this information and appropriate controls and measures.

2.5 A Supervisory Board Member should have sufficient experience to enable him/her to provide constructive challenge to the decisions and effective oversight of the Management Board. The experience may be gained from academic, administrative or other positions and through the management, supervision or control of financial institutions or other firms. The Supervisory Board Members should be able to demonstrate that they have, or will be able to acquire, the technical knowledge necessary to enable them to understand the business of the bank and the risks that it faces sufficiently well.

### **3. GOVERNANCE CRITERIA**

3.1 When assessing the suitability of a Supervisory Board Member also other criteria relevant for the functioning of the Supervisory Board should be assessed, including potential conflicts of interest, the ability to commit sufficient time, the overall composition of the Supervisory Board, the collective knowledge and expertise required and Supervisory Board Member's ability to perform their duties independently without undue influence from other persons.

3.2 In assessing a Management Board Member's independence, the following factors should be considered:

- a) past and present positions held in the bank or other entities;
- b) personal, professional or other economic relationships with the management board members in the Bank's parent company or subsidiaries; and
- c) personal, professional or other economic relationships with the controlling shareholders of the Bank, with its parent institution or subsidiaries.

3.3 The Supervisory Board needs collectively to have sufficient practical experience in banks.

**APPENDIX 2**

**INFORMATION FORM FOR CANDIDATES FOR SUPERVISORY BOARD MEMBERS**

**Form for a candidate for \_\_\_\_\_  
of the Supervisory Board of Bank Handlowy w Warszawie  
S.A.**

The form has been introduced by Bank Handlowy w Warszawie S.A. in order to execute the recommendations of the Polish Financial Supervision Authority (hereinafter the **PFSA**) as regards the application of the Guidelines of the European Banking Authority related to the assessment of the qualifications of the members of the supervisory body of the bank.

**PART I. PERSONAL DETAILS**

**Personal details:**

First name:

.....

Surname:

.....

Surname at  
birth:

.....

Citizenship:

.....

Current  
address of  
residence:

.....

Personal ID  
No  
(PESEL):

.....

Series and  
number of  
the ID: / or

.....

Number and  
expiration  
date of the  
passport:

.....

**PART II. COURSE OF PROFESSIONAL CAREER**

In this part, please provide, separately for each instance of employment/assignment/business activity, information on professional experience, including data specified in the table below and according to the proposed template – for the past 10 years. Please, include also academic, administrative or other positions.

Table No: I

Period:	From: .....	To: .....
	<i>month/year</i>	<i>month/year</i>
Name of the employer/contracting party/performed business or professional activity (including, in academic, administrative or other positions):		
<i>Note: when work contracted by other entities was performed as part of the assignment, please provide in this field only the name of the activity performed.</i>		
<p>.....</p> <p>.....</p>		
Position held and period of holding it / function held and period of holding it:		
<p>.....</p> <p>.....</p>		
Scope of responsibilities:		
<p>.....</p> <p>.....</p>		
The rights entrusted to a candidate /internal decision rights and controlled areas of activity, including, the number of subordinates – for the positions in the last 10 years:		
<p>.....</p> <p>.....</p>		

Performed honour functions, including, in the management bodies:

.....  
.....

Reasons for the termination of the employment agreement/mandatory contract or another agreement of similar character/for ceasing to perform the activity:

.....  
.....

References – if available - candidate may provide written references of employers of at least the last 3 years.

Period:	From: ..... <i>month/year</i>	To: ..... <i>month/year</i>
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Name and address of the entity issuing the reference letter.

.....  
.....

Position or function, which the reference refers to.

.....  
.....

References – if a candidate does not possess any written references, candidate may possibly indicate up to three referee persons that may give references about the candidate.

Name and surname:	.....		
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Position:	.....	Sex:	female / male
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Address:	.....		
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City, country:	.....	Postal code:	.....
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Telephone number (during office hours):	.....
E-mail address (during office hours):	.....
Description of relations between the referee and the candidate:	
..... .....	
List of appendices: <i>List of appendices to this form, confirming the career path in each entity, including reference letters.</i>	
..... .....	

**PART III. EDUCATION AND TRAININGS COMPLETED**

In this part, please provide, pursuant to the template below, data related to the secondary and the higher education, considering the obtained degrees and titles, as well as the details of postgraduate education, all or selected courses, trainings, etc. Please provide the data in a separate table for each instance of obtaining a particular level of education, course, training, etc.

Table No: II

<b>Period:</b>	From: .....	To: .....
	<i>month/year</i>	<i>month/year</i>
Name and address of the higher education institution/postgraduate institution/organiser of a course, specialist training, etc.		
<p>.....</p> <p>.....</p> <p>.....</p>		
Obtained education/degree or academic title/postgraduate studies/trainings/powers/other forms of supplementary education:		
<i>Note: if obtaining the degree/academic title/powers required the elaboration of a particular subject in the form of a paper, study, project or similar, please provide the topic.</i>		
<p>.....</p> <p>.....</p> <p>.....</p>		
Name and address of the high school/profile of education/year of graduation – if the candidate does not have higher education or has a higher education in different profile than useful in banking, but the candidate graduated the high school of economical or related profile:		
<p>.....</p> <p>.....</p> <p>.....</p>		
List of appendices:		
<i>List of appendices to the form, confirming the obtained level of education or completed courses, trainings, etc.</i>		

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**PART IV. REPRESENTATIONS**

In this part, please sign the following representations by way of confirmation of possessing the qualifications required by legal provisions and of other circumstances important for the matter. Representations in table no. IV are related to the current situation and the period of the past 10 years. The candidate does not have to give information, if cancelling of the punishment has occurred on the basis of the governing law.

Table No: III

A. I hereby represent that I agree to take on the function of:
<p>president/member of the Supervisory Board</p> <p>at Bank Handlowy w Warszawie S.A., which is the entity supervised by the Polish Financial Supervision Authority</p>
B. I hereby represent that:
I have/do not have full legal capacity
C. I hereby represent that:
I have/ haven't been – (1)
I have/ haven't been – (2)
<p>punished for intentional offence or fiscal offence, excluding offences prosecuted by private indictment (1).</p> <p>punished for an offence other than intentional offence or fiscal offence (2).</p>

Table No: IV

E. I hereby represent that:
<p>I conduct/conducted/do not conduct</p> <p>people close to me, remaining in the same household conduct/do not conduct</p> <p>business activity</p> <p>.....</p> <p>state the form of the conducted business activity and its type</p>
F. I hereby represent that:
<p>I have/had/do not have</p> <p>shares or interest in companies</p> <p>.....</p> <p>names of entities, number of shares</p>
G. I hereby represent that:
I hold/held/do not hold

<p>a function in management boards, supervisory boards, other governing bodies of entities conducting business activity,</p> <p>.....</p> <p>names of entities, indication of the function and period of holding the function, considering the information on obtaining or refusal of a vote of approval for the functions held, together with the indication, which of the above mentioned entities are the same capital group.</p>
<p><b>H. I hereby represent that:</b></p>
<p>I have/haven't received – (1)</p> <p>I have/haven't caused – (2)</p> <p>I do not act/did not act/act/acted – (3)</p> <p>I do not act/did not act/act/acted – (4)</p> <p>With reference to my person there has been / has not been – (5)</p>
<p>a ban on conducting business activity in my own name and on holding the function of a representative or proxy of an entrepreneur, member of a supervisory board or a revision committee in a joint-stock company, a limited liability company or a cooperative (1).</p> <p>documented material losses in the current and previous workplaces or in connection with holding a function of a member of a governing body of a legal person (2).</p> <p>in administrative proceedings as a party or in such proceedings where a party was or is an entity in which the Candidate held a function (3).</p> <p>as a party to court proceedings in civil trials which may have an adverse impact on my financial situation (4).</p> <p>any refusal of any registration, authorisation, membership, or license to carry out a trade, business, or profession; or revocation, withdrawal, or termination of such registration, authorisation, membership, or license; or expulsion by a regulatory or government body (5).</p>

Table No: V

<p><b>A. I hereby represent that:</b></p>
<p>I have / I do not have (1)</p> <p>I have / I do not have (2)</p>
<p>meaningful involvements or investments that may have a meaningful negative impact on my financial situation (1).</p> <p>loans that may have a meaningful negative impact on my financial situation (2).</p>
<p><b>B. I hereby explain that the above mentioned involvements or investments or loans regard the following:</b></p> <p>.....</p>

.....
C. I hereby represent that:
I have been / I have not been entered (1) as regards my person there are / are not (2) as regards my person there has been / has not been (3)
to the list of insolvent debtors (1). negative entries on the list of insolvent debtors kept by known bureau of credit information (2). declared a consumer bankruptcy (3).
If the above statement is affirmative, please describe shortly the situation and indicate its timeframe.
..... .....
D. I hereby represent that as regards the entities owed by me managed by me, in which I have / had meaningful amount of shares:
there has been / has not been initiated (1) there has been / has not been initiated (2) there has been / has not been initiated (3)
a recovery proceeding (1). a bankruptcy proceeding (2). a liquidation proceeding (3).
If the above statement is affirmative, please describe shortly the cause of such proceeding and the potential candidate's influence on its existence.
..... .....

**PART V. CONFIRMATION OF HAVING PROFESSIONAL EXPERIENCE NECESSARY TO SUPERVISE A BANK**

Please complete the form in this section regardless of the information given in Part II. For each case of employment having identity documents certifying the work experience necessary to manage the bank, please enclose a separate table.

Table No: VI

Period:	From: ..... <i>month/year</i>	To: ..... <i>month/year</i>
Name of the entity (possibly providing the type, in the case of a financial institution):		
..... ..... .....		
Position Held:		
<i>If this data was provided in part II, a reference to a relevant table in this part shall suffice.</i>		
..... ..... .....		
Scope of Responsibilities:		
<i>If this data was provided in part II, a reference to a relevant table in this part shall suffice.</i>		
..... ..... .....		
List of appendices:		
<i>List of appendices to the application/notification, which confirm the period worked in a particular post in the above mentioned entity.</i>		

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**PART VI. PREMISE FOR A WARRANTY OF RELIABLE PERFORMANCE OF DUTIES**

In this part, please provide the data that will be used to assess whether a particular person conforms to the statutory condition of a warranty of cautious and stable bank management or reliable performance of the duties. The representations refer to the period of the past 10 years.

Table No: VII

A. Are there any current court proceedings against you as regards a business case?	Yes/No*
If the answer to the above question is affirmative, please provide the type of the proceeding(s), entities participating in the proceedings (plaintiffs, participants, etc.) as well as the subject matter of the proceeding(s) (type, character and amount of the claim, challenged behaviour):	
<p>.....</p> <p>.....</p>	
<p>B. 1. Do you hold functions in the governing or supervisory bodies of commercial companies or other legal persons?</p> <p>2. Over the past 10 years, have you obtained a vote of approval for the functions held with regard to holding a function in the governing bodies of commercial companies?</p>	<p>Yes/No</p> <p>Yes/No</p>
<p>If the answer to the first question is affirmative, please provide below the name (business name) of the company (companies), other legal persons, the legal form, address of the seat, subject matter of the enterprise as well as the type of the function held (1).</p> <p>If the answer to the second question is negative, please provide below the name (business name) of the company (companies), legal form, address of the seat, subject matter of the enterprise in which you did not receive a vote of approval for the functions held along with the reasons for the failure to obtain the aforesaid vote of approval (2).</p>	
<p>.....</p> <p>.....</p>	
C. Do you have the permissions (permits, concessions, etc.) to perform activities in the professions that require special qualifications or that entail special trust?	Yes/No
If the answer to the abovementioned question is affirmative, please provide below the type of the permissions held, type of profession, or the justification of the reasons why the profession has been regarded as requiring special qualifications or entailing special trust.	

.....

.....

<p>D. 1. Have any administrative and supervisory actions been taken against you (financial penalties, requests for revocation, etc.) by relevant bodies in connection with the functions held in business entities over the past 10 years?</p>	<p>Yes/No</p>
<p>2. In connection with the activity of the business entity in the period in which you were employed or held a managerial function therein, have any irregularities or infringements been detected in the course of administrative proceedings over the past 10 years (to your knowledge)?</p>	<p>Yes/No</p>
<p>3. Over the past 10 years, have you rendered yourself liable to disciplinary action in the case of performing a job or holding a function subject to such liability?</p>	<p>Yes/No</p>

If the answer to the abovementioned questions is affirmative, please provide below what case (cases) the administrative and supervisory activities or disciplinary liability referred to, or the entity (entities) to whose activity the administrative proceedings were related and with which function (functions) they were connected, and what such proceedings entailed and what the results of the application of such measures was.

.....

.....

<p>E. Were any civil and legal claims addressed to you and recognised as legitimate in connection with holding managerial functions in business entities?</p>	<p>Yes/No</p>
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If the answer to the above mentioned question is affirmative, please provide below the entity (entities) whose activity the claim (claims) referred to, what the basis (bases) and circumstances were for addressing the claim (claims) and what behaviour was the subject matter of each claim and what the amount of claims was.

.....

.....

F. 1. Are there any current criminal proceedings or fiscal offence proceedings against you in Polish or foreign judicial authorities?	Yes/No
2. In connection with the activity of the business entity in the period in which you were employed or held a managerial function therein, are there any current criminal proceedings or fiscal offence proceedings in Polish or foreign judicial authorities (to your knowledge)?	Yes/No
If the answer to the above mentioned questions is affirmative, please provide below in front of which judicial authorities the proceedings are going on and which actions are the subject matter of the proceedings.	
<p>.....</p> <p>.....</p>	
List of documents (in the form of certificates that are currently held in possession or can be obtained) confirming the circumstances defined in section B.2 and D.3:	
<p>.....</p> <p>.....</p>	



**PART VII. DESCRIPTION OF AFFILIATIONS**

Table No: VIII

I hereby represent that:
I do / do not have (1)
I do / do not have (2)
personal, professional, economic and/or other similar links with other Management Board Members of the Bank, the Bank’s parent company and/or its subsidiaries (1).
personal, professional, economic and/or other similar links, respectively, with shareholders controlling the Bank or its parent company (2).
If the above statement is affirmative, please describe shortly the existing affiliations.
.....
.....

**PART VIII. POTENTIAL CONFLICT OF INTEREST, OTHER SIGNIFICANT INFORMATION**

Please, enlist all situations that may be a potential conflict of interest\*.

\*a conflict of interest shall, in particular, be deemed to be:

- (i) a situation where there is a contradiction between the private affairs and interest of the Supervisory Board Member and the obligations resulting from the performed function in the Supervisory Board, if the private affairs and interest may negatively affect the proper performance of the function in the Supervisory Board;
- (ii) a situation where the Supervisory Board Member’s activity outside the Bank is not possible to reconcile with the obligation to be loyal to the Bank and to act in its best interest.

Table no IX

Is there any potential conflict of interest, as regards your person*?	Yes/No
If the above statement is affirmative, please describe the conflict of interest.	
<p>.....</p> <p>.....</p>	

Table no X

In light of the information indicated in this form, do any issues require further explanation?	Yes/No
If the above statement is affirmative, please indicate the circumstances or pieces of information that require explanation (by reference to the proper place in the form), together with explanations, separately for each circumstance or piece of information.	
<p>.....</p> <p>.....</p>	

Table no XI

A. I hereby represent that:
I have been subject to / I have not been subject to (1)
I have been subject to / I have not been subject to (2)

assessment performed for the purposes of my candidacy for the management board or supervisory board member of the commercial company which is subject to the supervision, including the PFSA or any other supervising authority (1).

assessment and verification performed by the PFSA for the purposes of consent to my performance of function of the bank's president of the management board or member of the management board supervising the management of significant risk in the bank's activity, upon art. 22b par. 1 of the Polish Banking Law (2).

assessment and verification performed by foreign supervisory authority, including financial supervisory authority, for the purposes of my performance of function in the management board or supervisory board in institution which is subject to such supervision (3).

*If the above statement is affirmative, please fill in the part below.*

The assessment I received was positive / negative (1).

The PFSA gave its consent / did not give its consent to my performance of this function (2).

The assessment I received was positive / negative (3).

B. I hereby represent that:

as regards my person, are there / there are not

any other circumstances, than the ones disclosed in this form, significant in light of my potential membership in the Bank's Supervisory Board.

If the above statement is affirmative, please describe these circumstances.

.....

.....

C. I hereby represent that:

I filled in this form thoroughly and exhaustively and all the information and circumstances presented in this form are true and are reflected in the documentation I possess.	Yes / No
---	----------

I am ready to present to the Bank all documents I possess that confirm the circumstances and information included in this form.	Yes / No
---	----------

.....

Date and legible signature of the candidate

I give my consent to processing and publishing my personal data in the meaning of Act as of 29, August 1997 on personal data protection, including sensitive data and my image, by Bank Handlowy w Warszawie S.A. with its registered seat in Warsaw, 16, Senatorska street (the “**Bank**”) in the required scope with reference to my candidacy and the membership in the Bank’s Supervisory Board. I acknowledge that I have the right to access and to correct my personal data. I reveal my personal data voluntarily.

.....

Date and legible signature of the candidate

#### Explanations

1. *In order to simplify the completion of the form and recognition of the matter, it is suggested that the form be completed through electronic edition, which entails the introduction of the text, where indicated, and deletion of unnecessary phrases.*
2. *Working fields in the table filled in white are intended to be edited by the person completing the form. Fields filled in grey are not editable.*
3. *Signatures in required places should be put in handwriting.*
4. *If necessary (when the area of the fields in the document does not make it possible to include all the content that should be there), one should extend the area of relevant fields in the document, so as to include the total of submitted information or explanations.*
5. *Respectively, each example of: employment (commission, performance of activity), achieving the specific level of education (courses, trainings), meaningful involvements or investments or loans, as well as affiliations should be described in a separate table, whose template is included in the relevant part of the form. To this end, copy a particular template in the desired number of copies. Please remember about correct numbering of the tables.*