

Update on amendments to the ING Bank Śląski S.A. Supervisory Board Bylaw

This update is presented to the General Meeting as part of agenda item 7 of the ING Bank Śląski S.A. General Meeting: *Presenting the update on amendments to the Supervisory Board Bylaw*, to be held on 26 April 2023.

The duty to update the General Meeting on amendments to the *Bank Supervisory Board Bylaw* derives from recommendation no. 9 set out in Recommendation Z of the Polish Financial Supervision Authority (hereinafter: the PFSA) on corporate governance principles at banks, which has been in effect since 1 January 2022.

Most significantly, pursuant to recommendation no. 9, where the *Supervisory Board Bylaw* is enacted by the Supervisory Board rather than by the General Meeting, the General Meeting shall be updated on the Bylaw enacted or approve it, depending on the solution adopted at the bank.

ING Bank Śląski S.A. has adopted a solution, whereby the Supervisory Board enact their own Bylaw (§24.4 of the *ING Bank Śląski S.A. Charter*). Therefore, the relevant information on the applicable *Supervisory Board Bylaw* and amendments thereto will be presented to the General Meeting.

In 2022, the Supervisory Board Bylaw was updated twice:

On 7 April 2022, the *Supervisory Board Bylaw* was updated following amendments to para. 21 and para. 24.1 of the *ING Bank Śląski S.A. Charter*, made by way of Bank Ordinary General Meeting Resolution No. 26 of 7 April 2022 and entailing inter alia liquidation of the role of the Secretary to the Supervisory Board. The amendments adopted with Supervisory Board Resolution No. 58/VII/2022 of 7 April 2022 concerned deleting the role of the Secretary and enabling the Board – in the event of appointment of two Deputy Chairs – to designate one of them as Deputy Chair I. The amendments took effect as of the registration date of the amendments to the *Bank Charter* with the National Court Register, on 16 May 2022.

Next, in order to bring the provisions of the Supervisory Board Bylaw into line with the amended provisions of the Commercial Companies and Partnerships Code which took effect on 13 October 2022, on 23 September 2022, the Supervisory Board Bylaw was amended once more. The following amendments adopted with Supervisory Board Resolution No. 84/XIII/2022 of 23 September 2022 took effect on 13 October 2022:

- clarification of provisions on delegating Board Members to autonomous performance of specific supervisory activities,
- indication that the Board can request information, documents and clarifications from persons performing activities for the Bank on the basis other than the contract of employment; the information held by the body or an obligated person on subsidiaries or related companies can be requested as well,
- clarification of the delivery time for the information requested by the Board (immediately, within two weeks at the latest, as a rule),



- clarification of duties of Board Members as to loyalty and keeping the Company secrets. At the same time, it is stated that a Board Member does not violate the duty of due diligence when acting with justified business risk (the so-called business judgement rule),
- reference to the duty of the committees to advise the Board at least once a quarter of the supervisory activities taken and their results,
- clarification of the frequency of Board meetings (at least once a quarter),
- introduction of the annual report of the Supervisory Board as a document covering some of the current Board assessments and reports and the new elements introduced with the provisions of the Commercial Companies and Partnerships Code,
- extension of the duty to disclose conflict of interests and abstain from voting for the cases relating to spouses, relatives and in-laws up to the second degree and the persons to whom Board Members are personally related,
- clarification of the accountability of the Chair of the Board as to proper organisation of works of the Board and summoning their meetings,
- clarification of principles for summoning the Board meetings, including the wording of the invitations,
- option to hold meetings when not formally summoned, provided all Board Members consent thereto and do not object to inclusion of individual matters in the meeting agenda,
- the duty to ensure participation of the statutory auditor at the meeting of the Board covering the assessment of financial statements and Management Board report on operations of the Bank and its Group in the accounting year, the Management Board motion on Bank profit distribution or loss coverage and development of the annual report of the Supervisory Board,
- option to pass resolutions on the matters not covered by the meeting agenda, provided no Supervisory Board Member attending the meeting objects thereto,
- clarification of the content of the minutes,
- regulation of the option to appoint an advisor to the Supervisory Board, as set out in the new provisions of the Commercial Companies and Partnerships Code, and
- editorial and organisational changes.

To fulfil the duty envisaged under Recommendation No. 9, the current version of the *ING Bank Śląski S.A. Supervisory Board Bylaw* has been enclosed herewith for the General Meeting. The current version of the *Bylaw* can be also found on the ING Bank Śląski S.A.'s website, tab: Company profile, Legal documents.





ING Bank Śląski S.A.

ING BANK ŚLĄSKI S.A. SUPERVISORY BOARD BYLAW

I. General Provisions.

§ 1

The Supervisory Board of ING Bank Śląski S.A. (hereinafter referred to as the “**Supervisory Board**”) acts pursuant to the Banking Law, Commercial Companies Code, Bank Charter and this Bylaw.

§ 2

1. The Supervisory Board supervises all areas of the Bank operation on a continuous basis.
2. The authority of the Supervisory Board is provided for by the Banking Law, Commercial Companies Code as well as other legal regulations and provisions of Bank Charter.

II. Supervisory Board Composition, Mandate and Term.

§ 3

1. The Supervisory Board is composed of Members elected by the General Shareholders Meeting by secret ballot.
2. The number of the Supervisory Board Members is determined by the General Shareholders Meeting; however it should be at least five (5) and not more than eleven (11). At least half of the Supervisory Board Members, including the Supervisory Board Chair, should be the citizens of the Republic of Poland.
3. The Supervisory Board Members should have specialist knowledge of and experience in each material area of operations pursued by the Bank and understand the nature and risk of Bank’s operations inside out.
4. At least two Members of the Supervisory Board should be free from any relations with the Bank, its shareholders or employees, if those relations could significantly affect the ability of the said Member to take impartial decisions (“**Independent Members**”).
5. The Independent Members should meet the following criteria in particular:
 - 1) they are not or have not been over last 5 years from the appointment date, Members of the senior management, and they are not or they have not been Members of the Bank Management Board or of the management board or other managing body of a related unit of the Bank,
 - 2) they are not or have not been over last 3 years from the appointment date, employees



- or persons employed under a different agreement of a similar nature at the Bank or its related unit,
- 3) they do not exercise control as defined in the Accounting Act or do not represent persons or entities that exercise control over the Bank,
 - 4) they do not receive or have not received any additional considerable remuneration from the Bank or its related unit, except for remuneration they received as Members of the Supervisory Board or other supervisory or control body, including the Audit Committee,
 - 5) they do not maintain or did not maintain during last year from the appointment date any material business relations with the Bank or its related unit, directly or as an owner, partner, shareholder, Member of the supervisory board or other supervisory or control body, or a senior management Member such as a Member of the management board or other managing body of the entity that maintains such relations,
 - 6) they are not or have not been over last 3 years from the appointment date:
 - a) owners, partners (including general partners) or shareholders of the existing or former auditing firm performing the audit of the Bank's financial statements or of its related unit, or
 - b) Members of the supervisory board or other supervisory or control body of the existing or former auditing firm performing the audit of the Bank's financial statements, or
 - c) employees or senior management, including members of the management board or other management body of the existing or former auditing firm performing the audit of the Bank's financial statements or of its related unit, or
 - d) other natural persons whose services were used or that were supervised by the existing, or former auditing firm or statutory auditor acting on its behalf,
 - 7) they are not members of the management board or other managing body of the unit where the Management Board Member is a member of the supervisory board or other supervisory or control body,
 - 8) they have not been Supervisory Board Members for more than 12 years,
 - 9) they are not spouses, persons remaining in cohabitation, direct relatives or kinsmen and secondary relatives or kinsmen up to the fourth degree – of the Bank Management Board Member or persons referred to in items 1-8,
 - 10) they are not persons related due to adoption, custody or guardianship with the Bank Management Board Member or persons referred to in items 1-8,



- 11) they are not actually or materially connected with the shareholder having at least 5% of the total number of votes at the General Meeting of the Bank.
6. The persons being candidates for the Supervisory Board Member should submit a statement, determining whether the candidate meets the criteria for being the Independent Member as indicated in section 5, and also whether there exist the circumstances causing the candidate to be dependent.
 7. The Supervisory Board Member is required to inform the Bank immediately, however not later than before the following meeting of the Supervisory Board, about each a change to the status laid down in section 5 as well as about any new circumstances possible to affect the independence assessment.
 8. Each Supervisory Board Member is required to submit at least once a year the statement referred to in section 6. The statement is made at the beginning of the calendar year.
 9. The statements referred to in sections 6 and 8 shall be verified by the Bank, in particular during the suitability assessment of the candidate or suitability re-assessment of the Supervisory Board Member.
 10. The Supervisory Board appoint a Supervisory Board Chair and one or two Deputy Chairs from among Members.
 11. The Supervisory Board Chair shall be selected in particular on the basis of experience and team management skills, upon accounting for the independence criterion.
 12. Should two Deputy Chairs be selected, the Supervisory Board shall entrust the role of Deputy Chair I to one of them.
 13. The Supervisory Board Chair should not combine this function with chairing the Audit Committee of the Supervisory Board.
 14. In the absence of or if there is an impediment to performing the function of the Supervisory Board Chair, the Chair's rights and obligations are performed by the Deputy Chair. If two Deputy Chairs were elected, Deputy Chair I and in their absence the other Deputy Chair shall perform the rights and obligations of the Board Chair in the circumstances described in the foregoing sentence.

§ 4

1. Supervisory Board Members are appointed for a joint term of office which shall commence upon the appointment date and last for the four subsequent full accounting years.
2. Mandates of the Supervisory Board Members expire as of the day of the General Shareholders Meeting approving the financial statements for the last full year of their office.



3. The mandates of the Supervisory Board Members expire before the end of the term:
 - 1) in case of resignation of the Supervisory Board Member from his/her office, as of the day of notifying the Bank thereof or as of the day specified in the resignation letter, which shall however not be earlier than the notification day,
 - 2) in case of recalling the Supervisory Board Member by the General Shareholders Meeting, as of the day of adopting an appropriate resolution,
 - 3) in case of death of the Supervisory Board Member.
4. If, due to the expiry of a mandate, the number of the Supervisory Board Members decreases below 5 Members, the Supervisory Board Chair shall notify the Bank Management Board about the urgent need to convene the Extraordinary Shareholders Meeting in order to supplement the Supervisory Board composition to at least the statutory minimum.
5. The Supervisory Board Member should not resign from this function during the term of office, under the circumstances when the resignation could be to detriment of the Supervisory Board's functioning and, in particular, in the aspect of passing resolutions.

III. Supervisory Board Members.

§ 5

1. Subject to section 2 herein, the Supervisory Board Members may perform their duties exclusively in person.
2. The Supervisory Board Members may participate in adopting Supervisory Board resolutions by casting their votes in writing through the agency of another Supervisory Board Member. Casting the votes in writing cannot refer to the issues added to the agenda during the Supervisory Board meeting.
3. The Supervisory Board Member should perform his/her function in an active manner, showing the necessary level of commitment and devoting the time as required to perform the tasks properly, notably by active participation in meetings and other works of the Supervisory Board and its Committees. In his/her actions, each Supervisory Board Member shall consider interest of the Bank and the independence of opinions and judgements.
4. In case the Supervisory Board Member cannot attend the meeting, s/he is obliged to inform the Supervisory Board Chair thereof, stating reasons for his/her absence.
5. The Supervisory Board Member is obliged to inform the Supervisory Board Chair about any obstacles to execute his/her mandate that may last for more than 6 months. If the impediment referred to hereinabove relates to the Supervisory Board Chair, the Chair notifies the Deputy Chair accordingly.



The notification should be made in writing or via means of electronic communication.

6. In the case of impediment referred to in section 5 , should a person concerned not submit his/her resignation, the Supervisory Board Chair may apply § 4 section 4 hereof. If the impediment to executing the mandate relates to the Supervisory Board Chair, the Deputy Chair shall be vested with the said right.
7. In the event referred to in section 6, the Supervisory Board Chair or the Deputy Chair respectively notifies the Chair of the Remuneration and Nomination Committee about the ensuing situation in order to verify whether the suitability of the Supervisory Board needs to be assessed.

§ 6

1. The Supervisory Board performs their functions collectively. The Supervisory Board may delegate their Members to perform certain supervisory activities autonomously, however, it shall define the principles for such supervision.
2. Delegated Supervisory Board Members should advise the Supervisory Board of their supervisory activities and their outcome at least once a quarter in the financial year.
3. Under their supervisory functions, the Supervisory Board shall have the right to control the entire scope of the Bank activities, and in particular to:
 - 1) check books, records and documentation,
 - 2) audit the Bank assets and carry out financial control,
 - 3) request that the Bank Management Board, holders of commercial powers of attorney and persons employed under a contract of employment or regularly performing for the Bank certain activities under a contract of mandate, a contract for specific work or other contract of similar nature develop or deliver thereto any information, documents, reports or clarifications concerning the Bank, and its operations or assets in particular; the request may also pertain to the information, report or clarification held by the body or obligated person for the subsidiaries or related companies,
 - 4) participate in the meetings of the Bank Management Board.
4. The information, documents, reports or clarifications referred to under section 3.3) shall be delivered to the Supervisory Board immediately, but not later than within two weeks from the date of request notification to the body or the obligated person, unless otherwise stated in the request.
5. The scope and mode of control and supervisory activities performed personally by the Supervisory Board Member shall be determined every time by the Supervisory Board or by the Supervisory Board



Chair authorised by the Supervisory Board.

6. The Member of the Supervisory Board may be delegated temporarily to perform the functions of a Bank Management Board Member who is unable to perform his/her duties.

§ 7

1. When performing their duties, a Member of the Supervisory Board should exercise due diligence connected with the professional nature of their business and should remain loyal towards the Bank. A Supervisory Board Member will not violate the duty of due diligence connected with the professional nature of their business when acting in a loyal manner towards the Bank and with justified business risk (the so-called business judgement rule), including based on the information, analyses and opinions which should be accounted for in given circumstances while performing due assessment.
2. The Member of the Supervisory Board is obliged to keep secret all information obtained while performing his/her supervisory duties, also after expiry of his/her mandate.
3. The obligation to keep the information secret refers especially - pursuant to relevant legal regulations - to the State-, banking- and trade secrets, as well as to reports and information that the Bank, as the issuer of publicly traded securities, is obliged to disclose to the Polish Financial Supervision Authority and Securities and Stock Exchange Commission, Stock Exchange and news agency before making them public.
4. The Supervisory Board Member is also obliged not to disclose the subject and course of the Supervisory Board meetings, as well as resolutions and results of voting of the Supervisory Board; moreover, s/he is obliged to protect documents given to him/ her and being the subject of the Supervisory Board's works from the access of unauthorised persons.

§ 8

1. When performing an activity not related to his/ her function on the Supervisory Board, the Supervisory Board Member should refrain from taking up professional activity or non-professional activity, including non-profit activities, that could lead to a conflict of interest, otherwise adversely impact his/her reputation of the Member of the Supervisory Body of the Bank or if the time devoted to such activity would prevent proper performance of duties at the Bank.
2. Immediately after taking up the mandate, each Supervisory Board Member is obliged to place a written declaration to the Supervisory Board on:
 - 1) business activity carried out by him/her in person outside the enterprise of the Bank with the indication whether the said activity is competitive for the Bank, i.e. is even partially convergent



with the Bank's business,

- 2) being involved in a competitive company as a partner to a civil partnership or partnership or to any company or a member of another competitive legal entity,
- 3) performing a function of a management or supervisory board member, other than set forth in item 2, of any company or other entity carrying out business activity, and about holding functions in other entities,
- 4) holding shares or stakes in any company, if the said shares or stakes authorise the Supervisory Board Member to execute at least 5% of votes at a general shareholders (partners) meeting,
- 5) volume of Bank's shares held or rights to those shares (options),
- 6) personal, business and organizational connections with the shareholder having at least 5% of the Bank's shares.

Personal connections are understood as of family character (1st degree next of kin relationship or family connection) with the shareholder or member of its bodies if the shareholder is a body corporate.

Business connections are understood as any business relations.

Organisational connections are understood as relations resulting from the employment contract or similar legal relation.

3. The declaration referred to in the foregoing section, made by the candidate for the Supervisory Board Member, shall be deemed as the declaration made by the Supervisory Board Member.
4. The Supervisory Board Member is obliged to communicate forthwith each change that took place during his/her term, in the scope set forth in section 2.
5. The Supervisory Board Member may be additionally obliged to submit other declarations, if the obligation of their submission results from the regulations in force or the Bank's internal regulations.

§ 9

1. Pursuant to § 7 hereof, subject to § 20 section 1 item 2 hereof, the Supervisory Board Members should be moderate in contacts with mass media and prudent in relation to any external entrepreneurs, body corporates, individuals and organisational units, including in particular the Bank customers.
2. At the nearest Supervisory Board meeting, the Supervisory Board Members should inform the Supervisory Board about any activities and events stipulated in the foregoing that have taken place between the Supervisory Board meetings, and at the Supervisory Board Chair's request, they should present a written report.



§ 10

The Supervisory Board Members shall be responsible for any damage to the Company resulting from the activities contrary to the law or provisions of the Charter.

IV. Committees of the Supervisory Board.**§ 11**

1. In order to support the Supervisory Board in performing its functions, the Supervisory Board shall appoint out of members the Audit Committee, the Remuneration and Nomination Committee and the Risk Committee. If necessary, the Supervisory Board may also establish other Committees. The Committees perform consulting and advisory functions for the Supervisory Board and also deliver on other tasks under the law, instructions and recommendations of the regulator. When establishing a Committee, the Supervisory Board determines the tasks and rules of operation thereof.
2. The Members of the Supervisory Board may be at the same time Members of more than one Committee, with the proviso that Committee compositions should not be identical.
3. The Supervisory Board shall select Committee Members, including the Chair, at their first meeting in the new term of office. When selecting Members, the Supervisory Board factors in that all the Committee Members may rotate vis-à-vis the previous term of office. The Supervisory Board may rotate Committee Members during the term of office as well. Committee Members should be so selected as to cater to the need of adequate combination of knowledge, competence and experience in the area of a given Committee in order to ensure the broadest possible understanding of analysed matters, their objective assessment and taking of adequate decisions.
4. The Committees should cooperate with one another, whenever required.
5. Chairs of the Committees organise the works of the Committees and manage them; they represent the Committees in relations with other Committees and corporate bodies of the Bank and exercise other activities as set out in Committees Bylaws.
6. The Committees advise the Supervisory Board of their supervisory activities and their outcome at least once a quarter in the financial year. The principles of information delivery to the Board have been defined in the Committee Bylaws.

§ 12

1. The mission of the Audit Committee is to support the Supervisory Board in monitoring and supervising financial reporting, the internal and external audit and management system in the



Bank and its related companies, especially the adequacy and effectiveness of the internal control system and risk management system, and the relationships between the Bank and the entity auditing the Bank's financial reports.

2. The Audit Committee is composed of at least three Supervisory Board Members. The majority of the Audit Committee Members, including the Chair, should meet the independence criteria of the Independent Members of the Supervisory Board. The Committee may choose for assistance some experts not being Members of the Supervisory Board.
3. The detailed scope of operation and functioning of the Audit Committee is determined by the Bylaw passed by the Supervisory Board.

§ 13

1. The mission of the Remuneration and Nomination Committee is to support the Supervisory Board in monitoring and supervising the human resources and payroll area of the Bank, selection of Management Board Members, the diversity policy, the assessment of suitability of Management Board Members, the succession plans, employee rotation processes, Bank employees satisfaction survey and remuneration and bonus policy.
2. The Remuneration and Nomination Committee is composed of at least three Members of the Supervisory Board. The majority of the Remuneration and Nomination Committee Members, including the Chair, should meet the independence criteria of the Independent Members of the Supervisory Board. The Committee may choose for assistance some experts not being Members of the Supervisory Board.
3. The detailed scope of operation and functioning of the Remuneration and Nomination Committee is determined by the Bylaw passed by the Supervisory Board.

§ 14

1. The mission of the Risk Committee is to support the Supervisory Board in monitoring and supervising the risk management process, including the management of the operational risk, credit risk and market risk, as well as the process of internal capital quantification and the review of strategy and procedures of internal capital quantification and ongoing internal capital maintenance, capital management and capital planning, as well as the model risk.
2. The Risk Committee is composed of at least three Members of the Supervisory Board. The majority of Committee Members, including the Chair, should meet the independence criteria for the Supervisory Board Members. The Committee may choose for assistance some experts not being Members of the Supervisory Board.



3. The detailed scope of operation and functioning of the Risk Committee is determined by the Bylaw passed by the Supervisory Board.

V. Organisation of the Supervisory Board Work.

1. Preliminary Provisions.

§ 15

1. Subject to the provisions §17, the Supervisory Board shall pass resolutions during meetings.
2. The Supervisory Board shall hold the meetings at least five times a year, and at least once a quarter.

§ 16

1. The Supervisory Board's decisions, excluding the matters of routine, shall be made in the form of resolutions.
2. The Supervisory Board resolutions may cover in particular:
 - 1) formulating conclusions and recommendations stemming from the performed supervisory and control activities,
 - 2) granting permits and approvals,
 - 3) approval of strategies, policies and other documents,
 - 4) providing opinions,
 - 5) reports, assessments and information submitted by the Supervisory Board to the General Meeting, including in particular:
 - a) the annual report of the Supervisory Board for the previous financial year, providing at least for the following:
 - the results of the evaluation of the financial statements and the Management Board's reports on the operations of the Bank and its Group in the financial year, as well as the Management Board's motion regarding the distribution of the Bank's profit or loss coverage,
 - the evaluation of the Bank's standing on a consolidated basis, including the assessment of adequacy and effectiveness of the internal control system, risk management system, compliance and the internal audit function,
 - the assessment of performance by the Management Board of disclosure duties towards the Supervisory Board,
 - the total remuneration due from the Bank for all the research and analyses commissioned by the Supervisory Board in the financial year, in the manner set out



- in § 39,
- the summary of the operations of the Supervisory Board and its committees in the financial year along with information on the composition of the Board and its Committees,
 - the assessment of the Bank's application of the principles of corporate governance and of the Bank's compliance with disclosure duties as to their application, as laid down in the WSE Rules and regulations on current and interim information provided by securities issuers,
 - the assessment of legitimacy of the Bank's expenditure borne in connection with the policy concerning charitable and sponsorship initiatives,
 - the update on the implementation status of the diversity policy for the Bank Management Board and Supervisory Board,
- b) remuneration report for the ING Bank Śląski S.A. Supervisory Board and Management Board Members,
- c) the report on the evaluation of the payroll policy at the Bank,
- 6) other matters within the Supervisory Board authority.
3. The Supervisory Board resolutions are valid only if all the Members of the Supervisory Board have been invited to the meeting, and more than a half of them, including the Supervisory Board Chair or at least one Deputy Chair, are present at the meeting.
4. The Supervisory Board adopt resolutions by absolute majority of votes. The requirement of the absolute majority of votes is fulfilled when the number of votes in favour of a given resolution exceeds half of all the valid votes. When the number of votes in favour of a given resolution is equal to the sum of votes against and abstained votes - then, the vote of the Supervisory Board Chair is decisive.
5. In the case of conflict between the Bank's interests and the interests of a Supervisory Board Member, their spouse, relatives and in-laws up to the second degree and the persons to whom Board Members are personally related, and in particular in the situations referred to in §8 section 1, a Supervisory Board Member should disclose such a conflict to other Board Members and should refrain from participation in resolution of such cases. S/he may further request that the foregoing be recorded in the minutes.

§ 17

1. The resolutions of the Supervisory Board may be passed in writing, without summoning a meeting. A draft resolution should be submitted to all the Supervisory Board Members so that they could get



- acquainted with it and to declare in writing the acceptance or rejection thereof. The Supervisory Chair may set a deadline for submitting declarations on accepting or rejecting the draft resolution.
2. The resolutions may also be passed through means of distance communication, including but not limited to outside of the meeting. In that case, the provision of §29.4 shall apply accordingly. All the Supervisory Board Members should be notified about the contents of the draft resolution as well as about the date of passing the same.
 3. The resolutions passed pursuant to sections 1 and 2 herein are signed by the Supervisory Board Members who were taking part in adopting the said resolutions.
 4. Information on the resolutions passed outside the meeting as provided for in sections 1 and 2, including their number, a voting list of the Supervisory Board Members and voting results, a resolution date, subject matter of individual resolutions and any dissenting opinions is recorded in the minutes of the subsequent Supervisory Board meeting.

§ 18

1. The resolutions of the Supervisory Board are adopted in an open voting. For the matters laid down in the law, the Supervisory Board Chair orders the secret ballot. Amendments to the draft resolutions may be made during the meeting. Have any amendments been proposed, there should be a double voting: the former refers to the said amendments, and the latter to the amended draft resolution. Results of the voting are announced by the Supervisory Board Chair. Each Member of the Supervisory Board present at the meeting is entitled to have his/her remarks or dissenting opinion included in the minutes prior to their validation, notably if s/he recognises that the decision of the Supervisory Board contradicts interest of the Bank. The remarks not included and dissenting opinions are minuted along with the reasons for their non-inclusion.
2. The resolutions of the Supervisory Board are signed by all Members of the Supervisory Board present at the meeting.
3. The resolutions of the Supervisory Board bear subsequent numbers, number of the minutes, and the date and procedure of their adoption.

§ 19

1. While performing their control and supervisory functions, the Supervisory Board may also issue recommendations.
2. The recommendations are made pursuant to the provisions hereof, stipulating the procedure of passing the Supervisory Board resolutions.



2. Duties of the Supervisory Board Chair.

§ 20

1. The Supervisory Board Chair:
 - 1) manages the work of the Supervisory Board,
 - 2) represents the Supervisory Board outside the Bank and before other Bank bodies, including individual Members of the Bank Management Board,
 - 3) initiates the adoption of a resolution pursuant to § 17 hereof,
 - 4) sets in the motion initiatives, proposals and documents to be discussed by the Supervisory Board,
 - 5) interprets the provisions hereof,
 - 6) determines the organisation and principles of office support for the Supervisory Board and supervises, with the support of the Deputy Chairs, execution of the same,
 - 7) takes up other actions resulting hereof.
2. The Supervisory Board Chair is required to properly organise the works of the Board, and to summon the meetings of the Board in particular.

3. Preparation of Meetings.

§ 21

Within their powers and duties, the Supervisory Board take up actions at their own initiative or at the initiative of individual Members of the Supervisory Board, or on the grounds of motions and proposals presented by the Bank Management Board or any other authorised persons or bodies.

§ 22

An issue is submitted to the meeting upon being included in the agenda of the meeting.

§ 23

1. Prior to including a given issue in the agenda, the Supervisory Board Chair examines whether it comes within the Supervisory Board's competencies and whether the mover is authorised to make such a motion, and whether the issue is duly prepared in the factual aspect.
2. The Supervisory Board Chair rejects or returns to the mover an issue that does not meet formal submission conditions or is unduly prepared in the factual aspect, indicating the way or scope of necessary supplements.



3. While including a given issue in the agenda of the meeting, the Supervisory Board Chair may designate its reporter out of the Supervisory Board Members.
4. If necessary, the Supervisory Board Chair may order the work, research, opinions or expertise so that the Supervisory Board could review and resolve an issue. The provisions of §39 shall apply to the situation where the Supervisory Board intend to commission third parties to perform such works.

§ 24

1. The Supervisory Board Chair summons the meetings of the Board with the use of invitations in which s/he sets the date, hour and venue of the meeting as well as the proposed meeting agenda and the manner of use of means of distance communication during the meeting..
2. If necessary, the Supervisory Board Chair orders to provide the Supervisory Board Members with copies of materials submitted to the meeting as well as opinions and expertise, if any.
3. If necessary, the Supervisory Board Chair invites to the meeting the persons mentioned in § 28, as well as advisors and experts.
4. The Supervisory Board Chair informs the President of the Bank Management Board about the date and venue of the Supervisory Board meeting.

§ 25

The invitation to the Supervisory Board meeting shall be sent to all Supervisory Board Members and other persons invited at least a week before the date of the meeting. The Chair may shorten this period in justified cases.

4. Supervisory Board Meetings.

§ 26

The first meeting of a newly appointed Supervisory Board is summoned and opened by the President of the Management Board or the eldest newly elected Member of the Supervisory Board.

§ 27

1. The meetings of the Supervisory Board are summoned by the Supervisory Board Chair or by the Deputy Chair in the absence of the former, in accordance with the accepted plan or depending on needs.
2. The Supervisory Board may hold meetings also when not formally summoned, provided all the Supervisory Board Members consent thereto or do not raise objection against inclusion of individual



matters in the meeting agenda.

3. The Management Board or a Member of the Supervisory Board may request that a Supervisory Board be summoned and suggest the meeting agenda. The Supervisory Board Chair summons the meeting with the meeting agenda as requested; the meeting is to be held within two weeks from the receipt date of the request at the latest.
4. Should the Supervisory Board Chair not summon the meeting of the Supervisory Board pursuant to the provision of section 3 herein, the requesting party has the right to summon the said meeting on his/her own.
5. Where the number of the Management Board Members drops below the minimum statutory level as a result of the expiry of the mandate, the Supervisory Board meeting shall be summoned immediately.

§ 28

1. The Supervisory Board meetings may be attended, without the right to participate in voting, by Members of the Bank Management Board, and other Bank employees relevant for an issue discussed and invited by the Supervisory Board Chair, as well as other persons.
2. Irrespective of the right, as referred to in section 1, the persons managing the Internal Audit Department Director and the Centre of Expertise – Compliance or their deputies participate, without a voting right, at the Supervisory Board meetings.
3. The Supervisory Board notify the key statutory auditor who audited the financial statements of the Bank – against an at least one-week notice – of the date of the meeting during which the financial statements and the reports of the Management Board on Operations of the Bank and its Group in the financial year and the Management Board motion on Bank's profit distribution or loss coverage are to be discussed and the annual report of the Supervisory Board is to be developed. The Bank ensures participation of the key statutory auditor or another representatives of the audit firm at the Supervisory Board meeting to enable them to present the audit report to and respond to questions of the Supervisory Board.

§ 29

1. The meetings of the Supervisory Board are held in the seat of the Bank.
2. The meeting can be held at the place other than the one mentioned in section 1, if so stated in the meeting invitation.
3. Supervisory Board meetings can be attended also using means of distance communication.



4. The use of means of distance communication can take the form of use of means of telephone, audio-visual and electronic communication. The applied means should ensure identification of the person attending the meeting as well as ensure for that person to exercise his/her rights, and to speak and vote during the meeting in particular.

§ 30

1. The Supervisory Board meetings are chaired by the Supervisory Board Chair, and in case of his/her absence by the Deputy Chair.
2. The Supervisory Board Chair presents the suggested agenda and orders voting over the same agenda.
3. During the meeting, the Supervisory Board may also pass resolutions on the matters not covered by the meeting agenda, provided no attending Supervisory Board Member objects thereto.
4. The Supervisory Board inform the Polish Financial Supervision Authority of including in the Supervisory Board meeting agenda the items on recalling the President of the Management Board or on recalling the Management Board Member in charge of management of the risk material to Bank business or on entrusting their duties to other Management Board Member along with the rationale behind the proposed decision.
5. Upon the meeting agenda being accepted, the Supervisory Board Chair opens and chairs the discussion on individual items of the agenda.
6. Speakers take floor according to the sequence of their request.
7. The Supervisory Board Chair gives floor in formal issues off the sequence of the request.
8. Formal issues are motions referring to the way of chairing the meeting and voting, and especially to:
 - 1) changing the sequence of items in the agenda,
 - 2) deleting an item from the agenda,
 - 3) breaking off the discussion and closing the list of persons taking the floor,
 - 4) ordering a break that is not in the agenda,
 - 5) voting without a previous discussion,
 - 6) deferring or closing the meeting.
9. The Supervisory Board Chair orders an open voting on motions referring to formal issues. Such motions are accepted with the ordinary majority of votes.



§ 31

1. All the documents submitted to the Supervisory Board meeting should be prepared in Polish and translated into English.
2. The Supervisory Board meetings are held in Polish or in English, upon consent of all the Supervisory Board Members present at the meeting.
3. The Supervisory Board Member who does not speak the Polish language in which the meeting is held may use the assistance of a translator and if necessary - of a sworn translator. The Supervisory Board Member intending to make use of the above right should notify the Supervisory Board Chair about this fact immediately upon receiving an invitation to the meeting.

§ 32

1. The Supervisory Board Chair postpones the meeting of the Supervisory Board if s/he perceives any irregularities in summoning the meeting (save for §27 section 2), or if - despite the fact that the meeting was summoned properly - there are not enough Members of the Supervisory Board present at the meeting to make the resolutions of the Supervisory Board valid.
2. The Supervisory Board Chair may postpone the meeting of the Supervisory Board or discussion on a given issue coming from the agenda if it is necessary to obtain additional information, explanations or expert's investigation, as well as when a given issue may be reviewed only in the presence of the Members or representatives of the Bank Management Board.

§ 33

1. The meetings of the Supervisory Board are minuted. The minutes are prepared in Polish and English.
2. The minutes of the meeting should include a subsequent number of minutes, date and venue of the meeting, names and surnames of the Supervisory Board Members present and voting, agenda, course of the discussion, texts of resolutions or a list of noted updates and the results of voting over individual resolutions. The minutes should include dissenting opinions expressed in the course of the meeting along with the potential rationale and remarks not included along with the reasons for their non-inclusion.
3. In the course of the meeting the motions, declarations, amendments and corrections to the motions and declarations, as well as dissenting opinions expressed by the Supervisory Board Members may be included in a written enclosure to the minutes signed by the submitting person.
4. The texts of motions, documents submitted and reports, information, drafts, and other materials considered by the Supervisory Board shall be enclosed to the minutes.



5. The minutes are approved at the next Supervisory Board meeting and presented to be signed by all the Supervisory Board Members present at the meeting covered by the minutes.
6. The minutes signed with no reservations by all the Supervisory Board Members, mentioned in section 5 herein, are deemed approved.
7. The approved minutes from the Supervisory Board meetings are kept along with enclosures are stored in the Bank Management Board Bureau, hereinafter referred to as the "Bureau".

§ 34

At the request or with the consent of at least half of the Supervisory Board Members present at the meeting, the Supervisory Board Chair may order recording the whole or a part of the Supervisory Board meeting with sound recording equipment. Relevant records shall be stored in the seat of the Bureau.

§ 35

The Members of the Supervisory Board may review the minutes and request copies of the minutes certified by the Chair or Deputy Chair of the Supervisory Board.

5. Implementation of Supervisory Board Resolutions and Recommendations.

§ 36

1. The Supervisory Board Chair requests the execution of resolutions and recommendations of the Supervisory Board, and - unless the resolution or recommendation provides for that - defines the way and term of such an execution.
2. The Chair supervises, with the assistance of the Bureau, the execution of resolutions and recommendations.

6. Submissions.

§ 37

1. Motions, documents and other materials addressed to the Supervisory Board by the Bank Management Board are to be delivered at least a week before the planned date of the Supervisory Board meeting. In justified cases, the Supervisory Board Chair may agree to shorten the deadline for delivering the materials.
2. Notifications are to be delivered by registered mail, or by courier to address indicated by a Member of the Supervisory Board or electronically to the address of electronic mail indicated therefor by the Supervisory Board Member.



3. Any communication from the Supervisory Board to the Bank Management Board, its individual Members and Bank employees is delivered in the way described in section 2 herein to the address of the Bank Management Board via the President of the Bank Management Board.
4. The Supervisory Board Chair, at the request of a Supervisory Board Member or the President of the Bank Management Board, may request the above documents to be delivered in another way.

V. Office Support for the Supervisory Board.

§ 38

1. The Bureau performs technical and organisational tasks connected with the Supervisory Board's operation.
2. The Bureau prepares in particular the technical aspects of the Supervisory Board meetings by delivering notifications, invitations, documents and other materials connected with the Supervisory Board works to the Members of the Supervisory Board and other persons invited.
3. A detailed range of activities of the Bureau, connected with the Supervisory Board service, is determined by the Supervisory Board Chair.

§ 39

1. Upon obtaining advice from the Risk Committee, the Supervisory Board may pass a resolution on examining – at the Bank's expense – a certain matter concerning the operations or assets of the Bank by a selected advisor. The advisor to the Supervisory Board can be also selected in order to develop certain analyses or letters of advice.
2. The Supervisory Board is to represent the Bank in the agreement between the Bank and the Advisor to the Supervisory Board.
3. The Management Board ensures for the Advisor to the Supervisory Board access to documents and provides him/her with requested information.
4. The Supervisory Board may decide to provide the shareholders with results of works of the Advisor to the Supervisory Board, unless the foregoing could be detrimental to the Bank, a related company or a subsidiary, notably through disclosure of technical, trade or company organisation secrets.
5. Should a decision be taken to provide the shareholders with results of works of the Advisor to the Supervisory Board, the Management Board should provide the same in the manner used to announce the fact of convening the general meeting, within two weeks from adoption of the Supervisory Board resolution.



§ 40

1. The Bureau keeps and archives the documentation of the Supervisory Board works, observing the confidentiality clause hereof.
2. The way of keeping and archiving such documentation is determined by the relevant regulations in force at the Bank.

VI. Final Provisions.

§ 41

1. Costs of the Supervisory Board operation are covered by the Bank in accordance with the budget defined in the Mid-term Plan (MTP).
2. The Bank Management Board ensures the administrative and technical support for the Supervisory Board by organising the Bureau and providing it with relevant work conditions.

§ 42

1. This Bylaw shall be approved by the Supervisory Board.
2. This Bylaw shall be subject to review and assessment by the Supervisory Board in terms of its adequacy at least once a year. Should the necessity to introduce amendments to the Bylaw arise, the Supervisory Board Chair shall submit a relevant motion to that effect.
3. The General Meeting is provided with updates on the passed Bylaw and amendments thereto.

