

I. Rationale for draft resolutions of the AGM

as item no. 12 of the agenda: “Amendments to the Bank’s Statutes”

The first amendment involves the deletion of franchising services (currently not performed by the Bank) from the Statutes.

The second amendment refers to the powers of the Management Board Members in the wake of Board composition changes in 2008 and it is aimed to bring the Statutes contents up to date.

The third proposed amendment refers to the internal control system. The change directly refers to the internal control powers of the Supervisory Board, as defined in art. 9a section 2 of the Banking Law Act and in §28 of the Resolution no. 383/2008 of the Polish Financial Supervision Authority (dated 17 December 2008), concerning the risk governance and the internal control system, calculation of internal capital by banks and supervision of the internal capital calculation and maintenance process. The purpose of the sought amendment is to ensure the independency of internal audit operations.

II The Supervisory Board opinions

All the AGM draft resolutions have been accepted by the Bank’s Supervisory Board through appropriate resolutions