

Mateusz Morawiecki
Prezes Zarządu

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Wrocław, 21.08.2013

Zarząd
Bank Zachodni WBK SA
ul. Rynek 9/11
50-950 Wrocław

**Stowarzyszenie Inwestorów Indywidualnych
Zarząd Stowarzyszenia
ul. Długopolska 22
50-560 Wrocław**

Dear All,

In response to your letter dated 6th August 2013 sent to Bank Zachodni WBK's Management Board with regard to granting consent to sell the shares of BZ WBK Asset Management, advised in current report no. 35/2013, Bank Zachodni would like to present its view on questions raised by Stowarzyszenie Inwestorów Indywidualnych, which were as follows:

1. What was the value of income, operating profit, profit on financial operations, gross profit and net profit generated by BZ WBK Asset Management in H1 2013?
2. What was the value of the net operating cash flows, net investment cash flows and net financial cash flows generated by BZ WBK Asset Management in H1 2013?
3. What valuation method was adopted to establish the value of sold assets? What were the assumptions underpinning the method? Was the valuation made by an independent entity? What was this entity and who selected it?
4. Did the Management Board of Bank Zachodni WBK look for other potential parties interested in buying shares of BZ WBK Asset Management? Did the company receive alternative asset purchase offers or were the prices proposed in these offers higher than a price set in the transaction with SAM investment Holdings Limited? What were the reasons for selecting SAM Investment Holdings Limited's offer?
5. Why did the Management Board of the Company decide to sell the held shares of BZ WBK Asset Management? What benefits are expected by the Company's Management Board as a result of selling the assets? What will be the benefits of this operation for the minority shareholders of Bank Zachodni WBK?
6. Does the value of the transaction in the Management Board's view reflect the real value of BZ WBK Asset Management? If yes or no, then why?

With regard to question no. 1 and 2, Bank Zachodni WBK provided relevant information in its H1 2013 report on the profits of BZ WBK Asset Management S.A. ("**BZ WBK AM**") and its fully owned subsidiary BZ WBK Towarzystwo Funduszy Inwestycyjnych S.A. ("**BZ WBK TFI**"), on page 30 of the Management Board Report on Bank Zachodni WBK Group Performance in H1 2013. The gross profit of both companies reached PLN 18.3m in Q1 2013 and PLN 40.7m in Q2 2013. Adjusted by the dividend of PLN 23.2m, the combined profit-before-tax of BZ WBK AM and BZ WBK TFI for Q2 2013 decreased by 4.4% q-o-q, reflecting higher growth rate of total operating costs than income due to the pursuit of the staff incentive policy in the extended distribution network of BZ WBK TFI.

With regard to question no.3., Bank Zachodni WBK informs that in connection with its consideration of the potential disposal of the Company's shareholding in BZ WBK AM, the Management Board of the Bank selected an international investment bank to support its decision by providing a view on a range of value for BZ WBK AM for the purpose of its evaluation. A range of commonly used valuation methodologies were used for this purpose. The valuation methodologies reflect the financial impact on BZ WBK Asset Management S.A. of a new distribution arrangement with Bank Zachodni WBK S.A.

With regard to question no. 4, the Management Board of Bank Zachodni WBK received an asset purchase offer from SAM Investment Holdings Limited and following a detailed analysis decided to accept such offer and to approve the sale of the shares of BZ WBK AM as advised in current report no. 35/2013.

With regard to question no. 5, the Management Board of Bank Zachodni WBK decided to sell the held shares of BZ WBK AM as a result of the detailed analysis taking into consideration the following factors:

- increased customers' demand for international diversification of assets
- need for a global product platform to increase quality and competitiveness
- low interest rate environment leading to increased pressure for asset management performance.

The Management Board believes that the decision to sell the shares to SAM Investment Holdings Limited is in the best interest of Bank Zachodni WBK and all its shareholders. Hence:

- Bank Zachodni WBK expects to record a pre-tax gain of ca. PLN 150m from the sale.
- Subject to the applicable regulatory requirements, the shareholders of BZ WBK AM may receive the excess capital from BZ WBK AM in the form of an interim dividend and/or share capital redemption in advance of the sale. If such distribution does not occur prior to closing of the transaction, the purchaser will pay the shareholders the equivalent amount on completion of the transaction.
- Bank Zachodni WBK will enter into a new distribution agreement with Santander Asset Management ("**SAM**") covering the distribution of investment funds through Bank Zachodni WBK's branch network. The new agreement is expected to have a positive impact on the level of fees

generated from the distribution of investment funds and it is expected to exceed the current level of income (fees and the 50% share of profits) generated from the current model.

- Bank Zachodni WBK will have access to a wider range of sophisticated products to offer to its customers.

- Bank Zachodni WBK will have access to global expertise and a framework for product development based on its customer needs and will have the benefit of an enhanced global operational and risk control framework to ensure that all products meet the highest international standards.

- The new asset management business will enhance the attraction and retention of talent, which should lead to a more competitive product platform.

Overall, the Management Board believes that the transaction is positive for Bank Zachodni WBK taking into account the proceeds received from the sale of the 50% share of the business and the new distribution arrangement that would come into effect once the transaction is completed.

With regard to question no. 6, the Management Board of Bank Zachodni WBK informs that in its view its approval of the sale of the shares of BZ WBK AM, advised in current report no. 35/2013, reflects the conclusion that the BZ WBK AM sale transaction was properly valued. The explanation for this decision is provided above.

Regards,

Mateusz Morawiecki
Prezes Banku Zachodniego WBK S.A.