

Information for Bank Zachodni WBK S.A. Shareholders

▪ Rationale for draft resolutions

I. Covered by item 5 of the agenda:

Rationale to the draft resolution for point 5 of the agenda was published in the current reports:

- no. 41/2013 dated 27th November 2013 re. signing of an investment agreement among Bank Zachodni WBK S.A., Santander Consumer Finance S.A. and Banco Santander S.A. regarding the acquisition by Bank Zachodni WBK S.A. of shares in Santander Consumer Bank S.A., where the agreement qualifies as a significant agreement for Bank Zachodni WBK S.A. (link: <http://www.bzwbk.pl/investor-relations/reports/2013/current-report-no-41-2013.html>),
- no. 8/2014 dated 8th April 2014 re. the fulfillment of a condition precedent for a significant agreement (link: <http://www.bzwbk.pl/investor-relations/reports/2014/current-report-no-8-2014.html>) and
- no. 9/2014 dated 10th April 2014 re. report of the Management Board of Bank Zachodni WBK S.A. on in-kind contributions made to cover the increased share capital, the fulfillment of a condition precedent for a significant agreement and the intended amendment of the statute of Bank Zachodni WBK S.A. (link: <http://www.bzwbk.pl/investor-relations/reports/2014/current-report-no-9-2014.html>).

II. Covered by item 6 of the agenda:

Rationale for the draft resolution for point 6 of the Agenda – adoption of the Incentive Scheme V:

- Bank Zachodni WBK S.A. intends to offer employees of the bank and its subsidiaries a highly competitive incentive scheme that will strengthen the links between the long-term financial effectiveness of the Bank, shareholder expectations and reward for the management while respecting market standards.
- The proposed 2014 Incentive Scheme is a continuation of previous long-term incentive programmes in which the management of the BZ WBK Group is to be offered BZ WBK share options. The possibility to exercise these options will be dependent on the Bank's financial performance over the three consecutive years, i.e. 2014 – 2016.
- The BZ WBK Group would like to offer a flexible and competitive remuneration package on the market, composed of both long-term and short-term incentives, in the form of cash and share options as well as one that will ensure a proper balance between fixed and variable elements of overall remuneration. An important element of this package is the proposed incentive scheme which additionally takes account of positive experience stemming from earlier editions under which participants were awarded options to acquire Bank shares on achieving the scheme targets. In the interests of shareholders, the BZ WBK Group needs to continue the dynamic growth of its business and the incentive scheme is developed with a view to retaining, motivating and attracting the best managers on the market. The proposed 2014 Incentive Scheme is designed up to 500 participants which reflects the scale of the BZ WBK Group's business.
- The function of the long-term incentive scheme is to reward the management of the Group in line with the achieving challenging and realistic business and financial targets aligning the interests and expectations of shareholders with management.
- Therefore, in 2014, the BZ WBK Management Board in liaison with the Supervisory Board proposes to launch a long term incentive scheme linked to clear performance targets and underpinned by BZ WBK shares quoted on the Warsaw Stock Exchange.

▪ The Supervisory Board opinions

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