

Information for Bank Zachodni WBK S.A. Shareholders

▪ Rationale for draft resolutions

I. Covered by item 13 of the agenda:

The planned amendments to the Statutes of Bank Zachodni WBK SA ("Bank"), aimed at expanding the scope of the Bank's operations, will be as follows:

- 1) in §7 sec. 2 of the Bank's Statutes, after item 7a) new item 7b) will be added to read as follows:
"7b) conducting brokerage operations," and
- 2) in §7 sec. 2 of the Bank's Statutes, after item 15) new items 16) and 17) will be added to read as follows:
"16) keeping the share register for the company pursuant to a relevant agreement concluded with the company",
17) performing the role of a payment agent for foreign investment funds."

Re. 1

The need to amend the Bank's Statutes with regard to the extension of the Bank's core business by the brokerage operations stems from the fact that, as a result of the merger with Kredyt Bank, Bank Zachodni WBK assumed the rights and obligations arising from the brokerage license held by Kredyt Bank whose scope was limited solely to accepting and transferring orders to buy or sell financial instruments and providing investment advice. The Bank's intention is to expand the scope of the held license and commence carrying out brokerage operations in the full scope permitted by law. The proposed amendment to the Bank's Statutes, which consists in adding in §7 sec. 2 of the Bank's Statutes new item 7b), was approved by the Polish Financial Supervision Authority (KNF) and represents a stage of the process aimed at integrating brokerage operations within the Bank.

Re. 2

The amendment to the Bank's Statutes, i.e. adding to § 7 sec. 2 new item 16, will allow the Bank to render services consisting in keeping share registers which, as a result, will translate into more comprehensive services for institutional customers. The possibility to render such services by banks arises from art. 342 of the Code of Commercial Companies. The proposed amendment to the Bank's Statutes, which consisting in adding in §7 sec. 2 of the Bank's Statutes new item 16), was approved by KNF. Art. 257 of the Investment Funds Act, dated 27 May 2004, provides the legal grounds for the proposed extension of the Bank's operations, as defined in the Statutes, by the possibility to render services consisting in performing the role of a payment agent for foreign investment funds.

II. Covered by item 14 of the agenda:

Given the crystallisation of premises justifying the allocation of the award for each year of the Programme's life (2 first years, the PBT rate of growth y/y ; the Group's ATP for the year 3), it is adopted that each of the Programme's participants will receive the maximum award envisaged for them.

III. Covered by item 15 of the agenda:

Given the adopted internal bonus regulations, which allow to allocate bonuses exceeding 100% of the fixed remuneration in a given year, the practice of applying retention tools (i.e. long term incentive schemes aimed at linking the key staff with the organisation) as well as bearing in mind that the variable remuneration allows for more flexible response to changes in performance / delivery of targets, the adoption of the variable remuneration limit of 200% against the fixed remuneration is justified.

▪ The Supervisory Board opinions

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