

**BYLAWS of THE SUPERVISORY BOARD
of Bank Millennium S.A.**

Text determined in the Resolution of the Supervisory Board No. 27/2015 dated 24 July 2015.

BYLAWS
of Bank Millennium S.A. SUPERVISORY BOARD

§ 1

The Supervisory Board is the permanent body exercising the supervision over the activity of the Bank.

§ 2

1. The Supervisory Board acts under the provisions of law, the Bank's Articles of Association, resolutions passed by the General Meeting, hereinafter also referred to as the General Meeting of Shareholders, and the Bylaws.
2. The Board exercises supervision over the affairs of the Bank while being guided when performing this supervision by due care for proper and secure operations of the Bank, and – as its individual members – by impartial assessment and judgment.

§ 3

During the first Meeting, the Members of the Supervisory Board appoint among themselves the Chairman, Deputy Chairmen and the Secretary of the Supervisory Board.

§ 4

The first meeting of the Supervisory Board shall be convened within 14 days after its appointment, at the latest, by the Chairman of the General Meeting of Shareholders who chairs this meeting until the appointment of the Chairman, Deputy Chairmen and the Secretary of the Supervisory Board is made.

§ 5

1. The powers of the Supervisory Board, includes in particular the following:
 - 1/ definition of number of Members of the Management Board,
 - 2/ appointment and dismissal of the Chairman, Deputy Chairmen and Members of the Management Board of the Bank, whereas in the event of incomplete composition of the Management Board during the term of office, the Supervisory Board should undertake reasonable actions to fill in the vacancy or the makeup of the Management Board should be re-defined,
 - 3/ definition of remuneration of the Members of the Management Board,
 - 4/ approval of long-term development programmes of the Bank, annual economic and financial plans for the activity of the Bank,
 - 5/ approval of motions lodged by the Management Board concerning the participation of the Bank in another bank, enterprise or other organizational unit as its shareholder, issuing bonds or other securities, as well as acquisition, encumbrance and sale by the Bank of real property, perpetual usufruct or share in the real property of the value exceeding 30% of the share capital, each time,
 - 6/ approval of the Management Board's operations bylaws,
 - 7/ approval of the motions lodged by the Management Board concerning establishment and liquidation of foreign operational branches of the Bank,
 - 8/ without delay convocation of Ordinary General Meeting, if the Management Board does not convene it within the term identified in the effective laws or the Articles of Association, and Extraordinary General Meeting, if the Supervisory Board finds convocation thereof advisable,
 - 9/ issue of opinions on all and any motions and problems requiring resolutions of the General Meeting of Shareholders,
 - 10/ cases submitted for the powers of the Supervisory Board in the resolutions of the General Meetings,
 - 11/ issuing normative acts referred to in the Articles of Association, whose issue is reserved for the Supervisory Board and approval of normative acts upon the motion of the

Management Board, including the regulations on the establishment and allocation of the provisions for general risk to cover the risks connected with conducting of the banking activity,

- 12/ appointment of an auditor for examining financial statements of the Bank and the Capital Group,
 - 13/ annual submission to the General Meeting of a concise evaluation of the Bank's standing,
 - 14/ adoption of the uniform text of the Articles of Association, unless the General Meeting of Shareholders resolves otherwise,
 - 15/ suspension – for material reasons – of individual or all Members of the Management Board and delegation of Members of the Supervisory Board to perform temporarily tasks of Members of the Management Board, who are not able to perform their function,
 - 16/ consent for paying out by the Management Board to the Shareholders an advance against the expected end-of-financial-year dividend,
 - 17/ pronouncing opinions concerning transactions with entities related to the Bank, which – pursuant to the Bank's internal regulations – are qualified as transactions materially influencing the financial or legal situation or lead to acquisition or sale or disposal otherwise of major assets.
2. Supervisory Board may request the Management Board to appoint a selected external entity to carry out specific analyses or to acquire its opinion on specific matters if it is necessary to ensure effective and proper performance of supervision.

§ 6

1. The Supervisory Board conducts its activities collectively. In the event of incomplete composition of the Supervisory Board, the Supervisory Board shall reorganise in order to ensure effectiveness of its activity. The realisation of the specific activities embodied in the powers of the Supervisory Board may be transferred, by the appointment of the Supervisory Board, on the particular Members of the Supervisory Board individually – on one person or several persons jointly.
2. The delegation to realise an activity individually may be of a permanent character.
3. The Supervisory Board may set up permanent or *ad hoc* committees for conducting specified tasks. Setting up of specialized or monitoring committees, namely regarding corporate governance and sustainability, may also be recommended by the Supervisory Board to the Management Board.
4. Permanent committees of the Supervisory Board are: Audit Committee, Personnel Committee and Strategic Committee.
5. The Audit Committee comprises at least two independent Members, and at least one of them should have competences in accounting or financial auditing.
6. The Audit Committee meets ordinarily, at least once a quarter and, extraordinarily, whenever convened by the Chairman of the Supervisory Board, at his/her own initiative or at the request of any Member of the Supervisory Board or Management Board, filed with the Chairman of the Supervisory Board.
7. The Audit Committee exercises control, to the extent permitted by the law, in particular, it:
 - 1/ permanently monitors the activity of the Bank's chartered auditor and issues opinions as to his independence requirements and other relations between him and the Bank,
 - 2/ monitors on a permanent basis the systems and process of financial reporting and management of the Bank's risk,

- 3/ evaluates and monitors the internal procedures concerning accounting and audit matters and respective control systems, including the reception and processing of complaints and related doubts, reported by employees or identified independently,
 - 4/ requests the Supervisory Board to apply to the Management Board for funds or means of any other nature necessary for conducting of activities by the Audit Committee,
 - 5/ as a result of its activities - proposes to the Supervisory Board to request the Management Board for adoption of such measures or amendments as the Audit Committee may deem pertinent, whereas the Audit Committee may take actions to obtain independent counselling, if necessary,
 - 6/ approves its own internal regulations.
8. The Personnel Committee, in particular:
- 1/ assesses the candidates for Members of the Banks' Management Board,
 - 2/ establishes the terms of employment for newly appointed Members of the Bank's Management Board,
 - 3/ negotiates changes in the terms of employment for the Members of the Bank's Management Board,
 - 4/ with reference to Members of the Management Board, defines evaluation criteria, performs work assessment (with consideration of the Policy of variable components of remuneration of persons in management positions) and establishes yearly bonuses,
 - 5/ establishes the terms of cessation of employment of the Members of the Bank's Management Board,
 - 6/ pronounces an opinion on policy on variable remuneration components and, in addition, based on reports about payments made, issues recommendations with regard to:
 - amount and components of remunerations, taking into account prudent and stable risk, capital and liquidity management and the long-term well-being of the Bank,
 - variable remuneration of persons in management positions in the Bank, connected with risk management and maintaining compliance of the Bank's operation with legal and internal regulations.
- 8¹. The Strategic Committee shall in particular:
- 1/ study Macro Economy trends,
 - 2/ study new trends, developments and new solutions on banking industry,
 - 3/ analyze Bank competitive position and Benchmarking,
 - 4/ analyze and recommend long term strategy, goals and objectives for the Bank.
9. Selection by the Supervisory Board of a different entity performing the function of the chartered auditor than that recommended by the Audit Committee should be justified in detail. The information on the selection of the entity performing the function of the chartered accountant with justification should be included in the annual report.

§ 7

The provisions of § 6 sections 2 and 3 do not apply to other than supervisory activities executed by the Supervisory Board.

§ 8

The Members of the Supervisory Board delegated by the Supervisory Board for the realisation of individual supervision, are entitled to a separate remuneration set by the Supervisory Board. The Members of the Supervisory Board are entitled to the reimbursement of travel expenses from the place of residence to the place where the Supervisory Board holds its meetings as well as cost of accommodation.

§ 8¹

1. A Member of the Supervisory Board should warrant due performance of duties entrusted to him/her, having reputation deemed by the financial community to be required to perform

functions of this type. Compliance with this principle shall be controlled by continuous self-evaluation by the Member of the Supervisory Board and assessment, as issued in this respect by the Supervisory Board in its annual report on activities.

2. Member of the Supervisory Board should perform his/her function in an active manner, manifesting the necessary level of involvement in the work of the Board, while this level shall be manifested in dedicating sufficient time to properly perform tasks assigned to the Board. The remaining professional activity of the Member of the Supervisory Board may not be detrimental to the quality and efficiency of the exercised supervision.
3. Member of the Supervisory Board should refrain from undertaking professional or non-professional activity which could lead to the occurrence of a conflict of interest or otherwise have an adverse impact upon his/her reputation as a Member of the Supervisory Board of the Bank.
4. In case of materialisation of the conflict of interest or the possibility of its occurrence, the Member of the Supervisory Board of the Bank shall report the conflict to the Secretary of the Supervisory Board and refrain from taking decision and giving binding opinion influenced by the conflict (principle of exclusion of Member of the Supervisory Board of the Bank from voting).

§ 9

1. The meetings of the Supervisory Board shall be convened by its Chairman in compliance with the provisions of the Bank's Articles of Association, giving the date, place and agenda of the meeting. In absence of the Chairman, the Deputy Chairman or the Secretary of the Supervisory Board conduct the above activities.
2. The Chairman of the Supervisory Board is obliged to convene the meeting of the Supervisory Board if the motion of this type is lodged by the Management Board of the Bank or at least three Members of the Supervisory Board.
3. The meeting of the Supervisory Board is held within 14 days of the date of lodging the motion.
4. The meetings of the Supervisory Board shall be held on the dates set by the Supervisory Board, at least once a quarter.
5. Meetings of the Supervisory Board are chaired by its Chairman, or in his absence by the Deputy Chairman or the Secretary.

§ 10

1. The notice in writing on the convocation of the Supervisory Board meeting should be delivered to all its Members at least 7 days before the date of the meeting. In justified cases the Chairman may set a shorter period of notice. The written form of the notification is deemed to be kept also when the notification is sent electronically to the address submitted in writing by Member of the Supervisory Board to the Chairman, Deputy Chairman or Secretary of the Supervisory Board.
2. In emergency events, the Chairman of the Supervisory Board may convene the meeting irrespectively of the form and term of the notice set forth in section 1, informing all its Members of the meeting.
3. Along with the notice, the proposed meeting agenda shall be delivered. Information materials regarding matters included in the agenda should be delivered in advance. The manner of delivery of the information materials should ensure protection of their confidentiality.

§ 11

1. The resolutions of the Supervisory Board shall be valid provided that at least half of the Members of the Supervisory Board are present, including its Chairman or the Deputy Chairman.
2. The Members of the Supervisory Board may take part in the adoption of the Supervisory Board's resolutions by casting their ballots through intermediation another Member of the Supervisory Board. The casting of the ballot shall not apply to matters introduced to the agenda in the course of the Supervisory Board meeting.
3. The Members of the Supervisory Board may participate in the meeting of the Supervisory Board also by use of means of direct telecommunication, in particular with the intermediation of the videoconference or teleconference connections. The adoption of resolutions in this manner is feasible, provided all the Members of the Supervisory Board have been informed about the contents of the draft resolution.
4. Resolutions of the Supervisory Board shall be passed by an ordinary majority of votes cast. In the event of an equal number of votes, the vote of the Chairman of Supervisory Board shall prevail.

§ 12

1. The resolutions can be adopted without the Supervisory Board meeting being held, if all the Members of the Supervisory Board agree in writing for the above resolutions to be passed with voting in writing. Participation in voting shall be considered as an approval in writing for the circulation procedure of adopting a resolution. In the event of an equal number of votes, the vote of the Chairman of the Supervisory Board prevails. The written form of voting is preserved also in the event of forwarding the decision by fax or personal e-mail (adopting resolutions in the circulation procedure). In case of no consent for the circulation procedure of adopting a resolution in the particular matter, the Member of the Supervisory Board shall promptly notify thereof in writing the Chairman of the Supervisory Board.
2. The procedure as provided for in section 1 and § 11 sections 2 and 3, shall not be applied in case of appointment, dismissal or suspension in function of the Chairman or Deputy Chairman of the Supervisory Board, and also in case of appointment, dismissal or suspension in her/his actions of Member of the Management Board.

§ 13

1. The draft of a resolution being adopted in the circulation procedure shall be distributed by the Chairman, Deputy Chairman or Secretary of the Supervisory Board to all Members of the Supervisory Board.
2. The Members of the Supervisory Board shall submit to the Chairman, Deputy Chairman or Secretary of the Supervisory Board, their statement on backing (vote "for") or no-backing (vote "against") for the draft resolution.
3. In the event of adopting a resolution in the circulation procedure, the resolution document shall be signed by the Members of the Supervisory Board during the next meeting held by the Supervisory Board.
4. Information on the resolutions adopted in the circulation procedure and manner of voting shall be included in the minutes of the meeting of the Supervisory Board held subsequently after their adoption.

§ 14

1. The minutes of the meetings of the Supervisory Board shall be kept. Minutes shall be made in the Polish language and translate into English. The minutes shall include:
 - names and surnames of those present during the meeting;
 - agenda;
 - wording of the resolutions passed;
 - voting results;
 - objections and dissenting opinions of the Members of the Supervisory Board (in case of giving opinion on transactions with related parties - with justification of the declarant), with reference to resolutions passed, provided they are presented within 14 days from the meeting.
2. Minutes are signed by all the Members of the Supervisory Board present during the meeting, on the day of the subsequent meeting at the latest.
3. The Management Board of the Bank keeps the resolutions and the documentation of the Supervisory Board meetings.

§ 15

1. Meetings of the Supervisory Board are attended by the Members of the Management Board of the Bank as well as other persons invited by the Chairman of the Supervisory Board or the Chairman of the Management Board – depending on the needs.
2. The Chairman of the Supervisory Board may order the proceeding of a meeting without the presence of the persons beyond the Supervisory Board.

§ 16

Draft activity plans and statements on the activity are prepared by the Secretary of the Supervisory Board. He also exercises stand-alone supervision over the realisation of the resolutions of the Supervisory Board by the Management Board.

§ 17

1. The Members of the Supervisory Board are obliged to keep secret the confidential and classified information as required by the law in force, in particular the information covered by the bank secrecy as well as the business secrecy of the Bank and its subsidiaries or affiliates.
2. The Members of the Supervisory Board shall not use any information to which they have access when performing their corporate duties to any purpose contrary to the Bank's interest.