

INDEPENDENT AUDITOR'S REPORT

To the General Shareholders' Meeting and the Supervisory Board of Bank Millennium S.A.

Report on the Audit of the Annual Financial Statements

Opinion

We have audited the annual financial statements of Bank Millennium S.A. (the "Bank"), which comprise the balance sheet as at December 31, 2019, and the income statement, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (the "financial statements").

In our opinion, the accompanying financial statements:

- give a true and fair view of the economic and financial position of the Bank as at December 31, 2019, and of its financial performance and its cash flows for the year then ended in accordance with the applicable in accordance with the applicable International Financial Reporting Standards ("IFRSs"), as endorsed by the European Union, and the adopted accounting policies;
- comply, as regards their form and content, with the applicable laws and the articles of association of the Bank;
- have been prepared based on properly kept accounting records, in accordance with Section 2 of the Accounting Act of 29 September 1994 (the "Accounting Act", Journal of Laws of 2019, item 351, as amended).

Our opinion is consistent with the Additional Report to the Audit Committee, which we issued on the date of this report.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs") in a version adopted by the National Council of Statutory Auditors as the Polish Standards on Auditing ("PSAs") and in compliance with the Act on Statutory Auditors, Audit Firms and Public Oversight of 11 May 2017 (the "Act on Statutory Auditors", Journal of Laws of 2019, item 1421, as amended) as well as Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities ("EU Regulation", Official Journal of the European Union L158). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We are independent of the Bank in accordance with the International Federation of Accountants' Code of Ethics for Professional Accountants ("IFAC Code"), adopted by resolution of the National Council of Statutory Auditors, together with the ethical requirements that are relevant to the audit of the financial statements in Poland, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IFAC Code. Throughout the audit, both the key statutory auditor and the audit firm remained independent of the Bank in accordance with the independence requirements set out in the Act on Statutory Auditors and in the EU Regulation.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matter

The Bank’s financial statements for the year ended December 31, 2018 were audited by another auditor who expressed an unqualified opinion on those statements on February 22, 2019.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. They encompass the most significant assessed risks of material misstatement, including assessed risks of material misstatement due to fraud. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon. We summarized our response to those risks and, where appropriate, we presented the key findings related to those risks. We do not provide a separate opinion on these matters.

Key audit matter	How we addressed the matter
Loan loss provisions	
<p>Detailed information on the methods and models applied by the Bank and the level of impairment losses on loans and advances to customers is presented in Note 8.3 Adopted accounting principles, Note 9.3 Credit risk and Note 13.21 Loans and advances to customers in the standalone financial statements.</p> <p>This matter was considered by Deloitte to be the key audit matter due to the significant impact of impairment allowances on valuation of loans and receivables as well as due to the fact that they require a significant judgement of the Bank's Management Board and the adoption of significant assumptions in the process of their estimation, including, in particular, the estimation of risk parameters in the models of calculation of expected credit losses as required by International Financial Reporting Standard 9 "Financial Instruments" ("IFRS 9").</p>	<p>We have critically analyzed the design and implementation of the process and policy of calculation of the impairment allowances on loans and we have assessed the control system in this process, including automated controls in the Bank's IT systems, considering also possible omission of controls.</p> <p>Our audit procedures included reconciliation of the loan database with the general ledger of the Bank to confirm the completeness of the recognition of loan receivables that are the basis for impairment losses calculation, as well as the value of these impairment allowances.</p> <p>As regards the verification of the correct application of the requirements of IFRS 9, our procedures included, among the others:</p> <ul style="list-style-type: none"> – evaluation of the methodology applied by the Bank with respect to the classification and valuation of financial assets in terms of their compliance with the requirements of IFRS 9 and the market practice, – evaluation of the Bank's impairment methodology from the perspective of compliance with the requirements of IFRS 9, in particular as regards the application of SICR criteria, i.e. a significant increase in credit risk from the moment of granting a loan, for a selected sample of loan exposures, definition of default, adopted PD and LGD parameters and taking into

Key audit matter	How we addressed the matter
	<p>account prospective information in the calculation of expected credit losses,</p> <ul style="list-style-type: none"> - assessing the completeness and correctness of the disclosures, especially as regards the credit risk of financial assets. <p>For the collectively assessed loans, we have performed, among the others, the following procedures:</p> <ul style="list-style-type: none"> - analysis of the applied methodology of estimating allowances for expected credit losses, including adequacy of risk parameters used by the Bank, - independent recalculation of the expected loss allowances for randomly selected exposures and portfolios in the portfolio approach, - evaluation of changes in the assumptions made for the construction of models used for the measurement of credit risk and the applied approach to the verification of models based on historical data (so-called "back-tests"). <p>For the individually assessed loans we have performed, among the others, the following procedures:</p> <ul style="list-style-type: none"> - we have analyzed the correctness of the process of identifying indicators of impairment; - we assessed the correctness of estimation of allowances for a selected sample of exposures with identified evidence of impairment with respect to the correctness of the assumed collateral values and assumptions concerning other cash flows.
<i>Revenue recognition of interest and commission income</i>	
<p>Interest income and fee and commission income are presented in detail in Note 13.1 Interest income and other of similar nature and Note 13.3 Fee and commission income and expenses in the standalone financial statements.</p> <p>We assess this as key audit matter due to the share of interest and commission income in the Bank's total income and the fact that they are the key elements of the Bank's profitability assessment.</p>	<p>Our procedures included, among the others:</p> <ul style="list-style-type: none"> - analysis of the internal control environment with respect to the recognition and presentation of interest and commission income, - assessment of the basis for the effective interest rate of interest income on loans determination, including automatic controls in the Bank's IT systems, - analysis of trends in interest and commission income recognition, including explanation of unusual events and one-off transactions,

Key audit matter	How we addressed the matter
	<ul style="list-style-type: none"> – analysis of appropriateness of revenue recognition that were recognised as one-off in the financial statements, – evaluation of the existence and valuation of revenues based on selected transactions.
<i>Provisions for litigations and contingent liabilities</i>	
<p>The description of key litigation cases and the cases with the participation of the Office of Competition and Consumer Protection („the OCCP“) is presented in Note 8.3 Accounting policy, Note 12 Liabilities and contingent assets and in Note 13.36 Provisions. The description and amount of the created provision for the reduction of the total amount of consumer credit costs in the case of its early repayment is presented in Note 13.10 Other operating expenses and Note 13.38 Other liabilities in the financial statements.</p>	<p>Our procedures included, among the others:</p> <ul style="list-style-type: none"> – discussion of existing litigation cases to which the Bank is a party and consumer protection proceedings with the Bank's Management Board in order to understand the judgements made and assumptions taken in the process of estimating the probability of the Bank winning the case and in the process of creating provisions, – analysis of correspondence, reports and post-control recommendations received by the Bank from regulatory authorities, – understanding of the Bank's approach to establishing specific provisions for court cases, – verification of the methodology for the estimation of provisions with respect to legal proceedings related to CHF-indexed loans and analysis of the rationality and reasonableness of the assumptions taken and the correctness of input data and of provision estimates, – assessment of the adequacy and completeness of provisions for litigation cases identified by the Bank in the context of the existing legal documentation, – analysis of the correctness and completeness of disclosures in the financial statements in this respect, – analysis of the implementation of the process of commission refunds for early repayment of consumer loans following the EUCJ judgement of 11 September 2019 and verification of the methodology of estimating provisions for the refund of fees to customers for historical prepayments of consumer loans, including, in particular, the analysis of the rationality and legitimacy of the adopted assumptions and the correctness of input data and calculations, – analysis of the register of customer claims and complaints, in particular, taking into account
<p>This issue was considered a key audit matter due to the fact that the Bank, as a defendant, was involved in numerous individual court proceedings and class action concerning indexation clauses in mortgage loan contracts indexed to CHF as well as in the individual proceedings and class action concerning low down contribution insurance (“UNWW”). The Bank is also a party to proceedings conducted by the OCCP.</p>	
<p>The Management Board's judgements concerning the recognition and measurement of provisions for litigation and legal risk are inherently risky and may change over time, as the estimated results of ongoing litigation are dependent on future court decisions. At the same time, the judgement of the European Union Court of Justice (EUCJ) of 3 October 2019 regarding loans indexed to CHF and the judgement of the EUCJ of 11 September 2019 regarding the reduction of the total cost of consumer loans in the case of its early repayment, increase the uncertainty of estimates when estimating provisions, therefore we considered these issues as requiring our special attention.</p>	

Key audit matter	How we addressed the matter
	current proceedings in the area of consumer rights protection.
<i>Recognition of the acquisition and merger with Euro Bank S.A.</i>	
<p>On 31 May 2019, in performance of the share purchase agreement dated 5 November 2018, the Bank purchased shares representing 99.787% of the share capital of Euro Bank S.A. from SG Financial Services Holdings.</p>	<p>Our procedures included, among the others:</p> <ul style="list-style-type: none"> - understanding and analysis of the accounting treatment of an acquisition transaction for compliance with IFRS 3 Business Combinations and the accounting treatment of merger transactions under common control,
<p>On 1 October 2019, the Bank merged legally with its subsidiary Euro Bank S.A.</p>	<ul style="list-style-type: none"> - analysis of the documentation relating to the acquisition transaction and the merger, - understanding and evaluating the process of identifying the assets acquired and liabilities assumed,
<p>Note 7 to the financial statements contains a description of the above acquisition and merger transactions, including the initial allocation of the purchase price and the approach to the recognition and settlement of the merger in the Bank's financial statements. We assess this as key audit matter due to the complexity and significant degree of judgement with respect to estimates of the acquired assets and assumed liabilities, as well as the assessment of the completeness of the recognition of acquired assets and assumed liabilities.</p>	<ul style="list-style-type: none"> - evaluating the procedure of analysis, verification and recognition of estimates in the area of fair value measurement of acquired assets and acquired liabilities, - assessment of the adopted methods and assumptions for fair value measurement of the assets acquired and liabilities assumed (in particular with regard to fair value measurement of the loans portfolio acquired),
<p>The matter of the Bank's merger with Euro Bank S.A. was considered a key audit matter due to the one-off nature of the transaction, which is a transaction under common control, and due to the complexity of its settlement and accounting treatment in the financial statements.</p>	<ul style="list-style-type: none"> - understanding and evaluation of the data migration process within the operational link and analysis of the correctness of the migration plan, - verification of the completeness of the data migrated between the key IT systems, important from the reporting and accounting perspective of the Bank, - verification of disclosures in the financial statements relating to acquisition and merger transactions.

Responsibilities of the Management Board and the Supervisory Board for the Financial Statements

The Bank's Management Board is responsible for the preparation – based on properly kept accounting records – of financial statements which give a true and fair view of the economic and financial position of the Bank and of its financial performance in accordance with the applicable International Financial Reporting Standards, as endorsed by the European Union, the adopted accounting policies as well as the applicable laws and articles of association, and for such internal control as the Management Board determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management Board is responsible for assessing the Bank's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management Board either intends to liquidate the Bank or to cease operations, or has no realistic alternative but to do so.

The Management Board and members of the Supervisory Board of the Bank are obliged to ensure that the financial statements meet the requirements of the Accounting Act. Members of the Supervisory Board are responsible for overseeing the Bank's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

The scope of an audit does not include an assurance about the future profitability of the Bank or the effectiveness or efficiency of the Management Board in managing the Bank's affairs at present or in the future.

As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Bank's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Bank's Management Board;
- conclude on the appropriateness of the Bank's Management Board's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Bank's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Bank to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Bank's Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Bank's Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and that we will communicate with it all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Supervisory Board, we determined those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Information, Including the Report on the Activities

Other information includes a report on the Bank's activities in the financial year ended December 31, 2019 (the "Report on the Activities"), together with a statement of compliance with corporate governance principles which is a separate part of this report and a report on non-financial information referred to in Article 49b. 9 of the Accounting Act, constituting a separate report (together: the "Other Information").

The Report on the Activities of the Bank Millennium Capital Group and of the Bank for 2019, pursuant to Article 55.2a of the Accounting Act, has been prepared jointly.

Responsibilities of the Management Board and the Supervisory Board

The Bank's Management Board is responsible for the preparation of the Other Information in accordance with the applicable laws.

The Management Board and members of the Supervisory Board of the Bank are obliged to ensure that the Report on the Activities, along with the separate parts, meet the requirements of the Accounting Act.

Auditor's Responsibilities

Our opinion on the financial statements does not cover the Other Information. In connection with our audit of the financial statements, our responsibility is to read the Other Information and, in doing so, consider whether the Other Information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this Other Information, we are required to report that fact in our auditor's report. Additionally, under the Act on Statutory Auditors we are obliged to express an opinion on whether the Report on the Activities has been prepared in accordance with the applicable laws and whether it is consistent with the information contained in the financial statements. Additionally, in accordance with the requirements of Article 111a par. 3 of the Banking Law Act of August 29, 1997 (Journal of Laws of 2019, item 2357, as amended), hereinafter referred to as the "Banking Law", we are required to audit the particular financial information contained in the Report on the Activities.

Furthermore, we are obliged to state whether a non-financial information statement has been prepared by the Bank and to express an opinion on whether the Bank has included the necessary information in the statement of compliance with corporate governance principles.

Opinion on the Report on the Activities

Based on our work performed during the audit, we are of the opinion that the Report on the Activities:

- has been prepared in accordance with Article 49 of the Accounting Act and par. 70 of the Regulation of the Minister of Finance of 29 March 2018 on current and periodic information published by issuers of securities and the rules of equal treatment of the information required by the laws of non-member states (the "Current Information Regulation", Journal of Laws of 2018, item 757);
- is consistent with the information contained in the financial statements.

Furthermore, in the light of the knowledge and understanding of the Bank and its environment obtained in the course of the audit, we have not identified any material misstatements of the Report on the Activities.

Opinion on the Statement of Compliance with Corporate Governance Principles

In our opinion, the statement of compliance with corporate governance principles contains all the information referred to in par. 70.6.5 of the Current Information Regulation. We are also of the opinion that the information referred to in par. 70.6.5(c)-(f), (h) and (i) of the Regulation, as contained in the statement of compliance with corporate governance principles, is in accordance with the applicable laws and consistent with the information included in the financial statements.

Information on Non-Financial Information

In accordance with the requirements of the Act on Statutory Auditors, we would like to inform you that the Bank does not prepare a non-financial information statement, relying on the exemption under Article 49b.9 of the Accounting Act.

In the Report on the Activities, the Bank included information concerning the preparation of a separate non-financial report and its publication on the Bank's website within six months of the balance sheet date.

Report on Other Legal and Regulatory Requirements

Information on the compliance with the binding prudence principles

The Management Board of the Bank is responsible for compliance with prudent principles determined by the Banking Law, resolutions of Management of National Bank of Poland and resolutions of Polish Financial Supervisory Authorities. Based on the performed audit our responsibility was to present information whether the Bank complied with the binding prudence principles. Our objective was not to express an opinion on adherence to those principles.

Based on the work conducted during the audit we would like to inform you that we did not identify any breach of the prudent principles and we did not identify discrepancies that might have significant influence on the financial statement of the Bank, especially in the area of correctness of calculation of capital ratio.

Statement Concerning Provision of Non-Audit Services

To the best of our knowledge and belief, we represent that non-audit services which we have provided to the Bank and to its subsidiaries are in accordance with the laws and regulations applicable in Poland and that we have not provided any non-audit services which are prohibited under Article 5.1 of the EU Regulation and Article 136 of the Act on Statutory Auditors. The non-audit services which we provided to the Bank and to its subsidiaries in the audited period have been listed in in the Report on the Activities.



Appointment of the Auditor

We were appointed as the auditor of the Bank's financial statements by Resolution no. 36/2018 of the Supervisory Board of the Bank of 26 October 2018. This is our first year as auditor of the Bank.

The key statutory auditor on the audit resulting in this independent auditor's report is Dorota Snarska-Kuman.

Acting on behalf of Deloitte Audyt Spółka z ograniczoną odpowiedzialnością Sp. k. with its registered seat in Warsaw, entered under number 73 on the list of audit firms, in the name of which the financial statements have been audited by the key statutory auditor:

Dorota Snarska-Kuman
Registered under number 9667

Warsaw, 14 February 2020

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