

Bank Millennium S.A.
MANAGEMENT BOARD'S
OPERATIONS BYLAWS

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Management Board of the Bank. General provisions.

§ 1

The Management Board of the Bank Millennium S.A. shall be the Bank's executive body and shall manage all its operations, bearing liability in this regard. The Management Board of the Bank, acting in the interest of the Bank should have regard to the goals and principles of conducting banking business as defined in the legal regulations, internal regulations and supervision guidelines, whereas when implementing the adopted operational strategy it should be guided by security of the Bank.

§ 2

The Management Board shall operate pursuant to the Code of Commercial Companies and other acts and legal provisions, the Bank's Articles of Association, resolutions adopted by the General Meeting and the Supervisory Board and provisions of these Bylaws.

§ 3

In issues material for the Bank's operation, which exceed the scope of ordinary actions of the Members of the Management Board, the Management Board of the Bank makes decisions in the form of a resolution.

§ 4

1. The powers of the Management Board shall include all the issues which are not assigned to the powers of other governing bodies of the Bank, and in particular:
 - 1) external representation of the Bank,
 - 2) representation of the Bank before the Supervisory Board and in relationship with its shareholders, including, among others:
 - a) submission of motion to the Supervisory Board for approval of normative acts of the Bank,
 - b) submission of motion to the Chairman of the Supervisory Board for convocation of the meeting of the Supervisory Board,
 - c) issuing to shareholders, upon their request, duplicates of the Management Board's report along with the financial report as well as duplicate of the report of the Supervisory Board, and also duplicates of the chartered auditors' opinion – within 15 days before the date of the Shareholders' Meeting, at which the financial report will be discussed,
 - d) granting approvals for the sale of registered shares,
 - 3) defining the Bank's organizational structure, operating rules and work organization, including, among others:
 - a) defining the scope of operation of organizational units and organizational structure of the Bank,
 - b) establishing and liquidating domestic and foreign branches of the Bank, under the stipulation that setting up and liquidation of a branch of the Bank abroad requires consent of the Supervisory Board,
 - 4) developing and submitting to the Supervisory Board and the General Meeting, reports and other documents required by law, concerning the Bank's operations, including, among others:
 - a) preparing the annual financial reports and other reports pursuant to the legal regulations in force,

- b) submitting the annual financial reports together with other materials required by law to the General Meeting,
 - 5) without delay convocation of the Ordinary and Extraordinary General Meeting in compliance with provisions of the Code of Commercial Companies and provisions of the Bank's Articles of Association,
 - 6) instituting internal bank regulations,
 - 7) defining the principles of the personnel policy,
 - 8) instituting and recalling the general proxy and granting written powers of attorney to perform actions of a specific type,
 - 9) coordinating and supervising the execution of tasks in core areas of the Bank's operations, including issues specified in items 1 – 8,
 - 10) creating committees authorized to monitor permanently certain specific matters, provided that a Member of the Management Board chairs such committees and that the Management Board previously defines applicable internal rules.
2. Management Board also adopts internal division of competences between the Management Board Members, in keeping with relevant regulations and provisions of the Bank Articles of Association.

§ 5

1. The Management Board of the Bank submits entries to the National Court Register.
2. The Management Board of the Bank shall deliver the request of the Bank Supervisory Board regarding appointment of a selected external entity to perform specific analyses or to acquire its opinion on specific matters.

§ 6

The Management Board of the Bank shall make decisions on the Bank's access, in the form of a shareholder, to another bank, company or other organizational unit, issuing bonds or other securities, as well as on the acquisition, encumbrance and sale by the Bank of real estate, perpetual usufruct or share in the real property provided that the value of a single transaction does not exceed 30% (thirty percent) of the share capital.

§ 7

Resolution of the Management Board of the Bank shall be strictly required in issues regarding in particular:

- 1) agreeing on the text of the report and accepting the financial report for the financial year,
- 2) agreeing on the profit distribution and loss coverage proposal,
- 3) all issues, which are to be submitted for the decision of the Supervisory Board and the General Meeting,
- 4) granting proxy,
- 5) making the decision to convene the General Meeting and agree the agenda for that Meeting,
- 6) incurring liabilities and disposing of the Bank's rights; in particular the Management Board shall decide about assuming obligations or disposing of the Bank's assets, the aggregate value of which with respect to one subject exceeds 5% of the Bank's own funds, which is without prejudice to § 6 and the rule that within the boundaries separately defined by the Management Board, the Management Board of the Bank may authorize individual Members of the Management Board or other specific persons or committees or other collective bodies to make decisions to incur liabilities, dispose of rights and take other management actions; if committees or other collective bodies are authorized, then the Management Board shall establish their operating bylaws, specifying the scope of authorization, principles and procedure of making decisions,

- 7) defining - based on the fundamental organisational structure approved by the Supervisory Board - the wording of the Bank Organisational Bylaws defining the detailed organizational chart of the Bank as well as the goals and scope of operation for organizational units and the Bank's organizational structure.

Members of the Management Board of the Bank

§ 8

The Members of the Management Board shall manage the Bank's operations within the scope resulting from internal division of competencies, and from the assignment of Bank's organisational units to individual Management Board Members, as determined by the Management Board, in compliance with resolutions and decisions made by the Management Board or decisions of the Chairman of the Management Board, or - during his absence - an indicated Deputy Chairman of the Management Board or another Member of the Management Board acting as his substitute.

§ 9

1. The Members of the Management Board shall perform tasks resulting from the division of competencies and allocation of organisational units indicated in § 8, under the stipulation that the Chairman of the Management Board supervises, in particular, the internal audit unit and that the Member of the Management Board appointed with the consent of the Polish Financial Supervision Authority supervises the Bank's organisational units which perform the tasks in the area of risk management.
2. The Members of the Management Board in particular:
 - 1) coordinate work of the supervised organizational units of the Bank,
 - 2) initiate the commencement of work by the supervised organizational units at an appropriate time,
 - 3) watch over the necessary measures taken by the supervised organizational units to perform their tasks,
 - 4) make decisions in matters, that exceed the competence of the directors of the supervised organizational units – excluding issues reserved for the decision of the Chairman of the Management Board,
 - 5) approve the papers submitted by the supervised organizational units to the Chairman of the Management Board or to the Management Board of the Bank,
 - 6) watch over the accurate and timely performance of tasks required from the Bank under acts and other legal regulations, resolutions of the General Meeting, the Supervisory Board and the Management Board of the Bank,
 - 7) signal to the Management Board of the Bank irregularities in the Bank's operation and inform it about more severe deviations in the operation of the supervised organizational units and about remedies applied,
 - 8) submit motions in issues related to the Bank's operation,
 - 9) inform the Chairman of the Management Board on an ongoing basis about issues within their competence,
 - 10) issue internal bank regulations in the scope and under principles specified separately,
 - 11) initiate and supervise over actions ensuring the protection of banking secrecy in the supervised organizational units of the Bank,
 - 12) closely cooperate in all significant issues, ensuring proper performance of the Management Board's tasks and appropriate operation of the Bank,
 - 13) diligently seek information about the matters to be discussed at the Management Board meetings,

- 14) attend every meeting to which they have been called,
 - 15) comply with all the rules approved by the Management Board concerning delegation of powers.
3. Provisions of § 8 and 9 shall be respectively applied also to define the powers and responsibility of the Chairman of the Management Board and the Deputy Chairman of the Management Board.

§ 10

1. Each Member of the Management Board has the right and responsibility to handle, without a prior resolution adopted by the Management Board, issues, which do not exceed the scope of ordinary actions of Members of the Management Board of the Bank, and, in particular, has the right to handle current matters of the Bank.
2. If any of the other Members of the Management Board, before the issues mentioned in sec. 1 are resolved, objects to their handling, prior resolution of all the Management Board shall be required; the objection may be raised in any form, but it should be appropriately justified.

§ 11

1. The Members of the Management 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 banking secrecy as well as the business secrecy of the Bank and its subsidiaries or affiliates.
2. The Members of the Management Board are obliged not to use any information to which they may have access when performing their corporate duties to any purpose contrary to the Bank's interest.

§ 12

1. Within eight days after the respective election or co-optation, each Member of the Management Board shall deliver to the Chairman of the Management Board, as well as to the Chairman of the Supervisory Board, a statement declaring that there are no any legal or statutory incompatibility to performance of his/her duties as a Member of the Management Board.
 2. Fulfilling the function in the Management Board of the Bank should constitute the main area of professional activity of the Member of the Management Board of the Bank. Additional professional activity of the Member of the Management Board performed outside the Bank should not lead to such involvement of time and workload, which would have negative impact upon proper performance of the function fulfilled by the person in the Management Board of the Bank. In particular, Member of the Management Board of the Bank should not be a member of bodies of other institutions if the time dedicated to performance of the function in other entities prevents reliable performance in the Bank.
- 2¹. Management Board Member should have knowledge, skills and experience appropriate for the performed function and entrusted responsibilities and provide assurance of due performance thereof. Suitability assessment and verification of compliance with the above criteria is performed in keeping with regulatory requirements and policy, as adopted in the Bank, regarding selection and suitability assessment of the Management Board Members.
- 2². Member of the Management Board should exercise, in performance of her/his duties, diligence resulting from the professional nature of her/his activities and maintain loyalty to the Bank. Member of the Management Board may not disclose the Bank's secrets, even after the expiry of mandate.

3. Member of the Management 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 Management Board of the Bank. A conflict of interest occurs in particular in the event of a clash of interest referred to in Article 377 of the Code of Commercial Companies, as well as in the circumstances indicated in the conflict of interest policy referred to in section 4.
4. In case of materialisation of the conflict of interest (or the possibility of its occurrence), which relates:
 - a) to the Chairman of the Management Board of the Bank – he/she should notify on it the Chairman of the Supervisory Board,
 - b) to the Member of the Management Board, other than the Chairman – he/she should notify on it the Chairman of the Management Board.

Moreover, a person who identified materialization of the conflict of interest or the possibility of its occurrence, which relates to him/her, shall inform about it also the Compliance Department and the Head of the Legal Department and refrains from taking decision or giving binding opinion influenced by the conflict (principle of exclusion of Member of the Management Board of the Bank from voting). Detailed requirements and rules of procedure in the area of identification and manner of managing situation potentially constituting conflicts of interests are provided for in the conflict of interest policy as adopted in the Bank.

Resignation of Management Board Member

§ 12¹

A declaration of resignation from performance of the function of Member of the Bank's Management Board should be submitted with effect at a future date, sufficiently distant, so as to enable the appointment of a new Member of the Management Board following appropriate assessment of suitability and after obtaining appropriate approvals from the Polish Financial Supervision Authority required under the Banking Law. Prior to tendering resignation the person intending to do it should agree the above date with the Chairman of the Management Board (and in case of a declaration of the Chairman - with the Chairman of the Supervisory Board).

Chairman of the Management Board of the Bank

§ 13

The Chairman of the Management Board of the Bank shall define and formulate the policy of the Bank, determine its strategy and shall represent the Bank externally.

§ 14

1. The following tasks shall be reserved for the sole competence of the Chairman of the Management Board:
 - 1) management of the entire work of the Management Board of the Bank,
 - 2) initiation of a detailed division of tasks among all the Members of the Management Board,
 - 3) representation of the Management Board before the Supervisory Board and the General Meeting,
 - 4) submission of motions to the Supervisory Board to appoint and recall the Deputy Chairman and other Members of the Management Board,
 - 5) supervision over the work of the Bank's organizational units directly subordinated to him,
 - 6) issuance of the ordinances and other internal regulations of the Bank and defining of the authority of Members of the Management Board in this area,

- 7) representation of the Bank in the relations with authorities, governmental entities and other external entities.
 - 8) appointment and dismissal of the heads of the organisational units of the Bank.
2. The Chairman of the Management Board shall coordinate the work of Members of the Management Board.
 3. During the absence of the Chairman of the Management Board the tasks and functions of the Chairman of the Management Board of the Bank shall be performed by an indicated Deputy Chairman of the Management Board or another Member of the Management Board.

Work of the Management Board

§ 14¹

The Chairman of the Management Board and standing-in the Deputy Chairman of the Management Board or another appointed Member of the Management Board, direct the work of the Bank's Management Board.

§ 15

1. Meetings of the Management Board shall be held at regular intervals, at least once per calendar month, in circumstances when Members of the Management Board stay in the same or in different localizations. In case when Members of the Management Board stay in different localizations, the communications between them in the course of the meeting shall be conducted by use of means of direct telecommunication, in particular with the intermediation of the videoconference or teleconference connections.
2. Meetings on the dates other than defined in sec. 1 shall be convened by the Chairman of the Management Board or the Deputy Chairman or Member of the Management Board substituting him, on his own initiative or in response to the motion of at least one of the Members of the Management Board.
3. Invited guests may take part in the Management Board's meetings.
4. Agenda of the meeting shall be specified by the Chairman of the Management Board and he shall chair the meeting.
5. During the absence of the Chairman of the Management Board the agenda of the meeting shall be decided by a Deputy Chairman of the Management Board or another indicated Member of the Management Board.
6. If the Chairman of the Management Board of the Bank is absent from the meeting of the Bank's Management Board, the meeting shall be chaired by a Deputy Chairman of the Management Board or another indicated Member of the Management Board.
7. The Management Board meetings shall be convened and the respective meeting's agenda shall be delivered to all the Members of the Management Board, at least 2 business days in advance to the scheduled date of the meeting. In justified cases this period may be shortened or omitted.
8. The Chairman of the Management Board or acting in his absence the Deputy Chairman of the Management Board or another appointed Member of the Management Board directing the work of the Management Board, especially the decision-making process, in a way enabling expressing

and discussing different views within the framework of a discussion, based on sound discernment of the situation.

9. The person chairing the Management Board meeting, oversees the meeting course and, in particular, is responsible for efficiency of discussions and consistency with relevant regulatory requirements.
10. Motions submitted to the Management Board for consideration should be adequate to requirements related to the case under the motion, complete, clear and contain up-to-date information.
11. Motions and notifications submitted by persons responsible for risk management in the Bank are considered at the next meeting of the Management Board.

§ 15¹

1. If the Management Board adopts resolutions by use of means of direct telecommunication or by circulation (in writing) the draft resolution shall be delivered to all the Management Board Members along with other required documents to their individual business e-mail addresses in the Bank's domain.
2. The Management Board adopts resolutions following the procedures set out in section 1 in such a way that all the Management Board Members taking part in the vote sign a single counterpart of a Management Board resolution or each Management Board Member taking part in the vote signs a separate identical counterpart of a Management Board resolution.
3. Any Management Board Member may object to the adoption of a resolution following the procedure set out in sec. 1.

§ 15²

1. If the Management Board adopts a resolution outside of a meeting by using means of direct communication by using electronic mail, then the draft resolution with other required documents and details of the manner and the time limit of casting votes shall be delivered to all the Management Board Members at their individual business e-mail addresses in the Bank's domain.
2. A resolution may be adopted following the procedure set out in sec. 1 if all the Management Board Members have been notified of the wording of the draft resolution in accordance with sec. 1 and if at least half of the Management Board Members have taken part in the voting on the resolution.
3. The date of adopting a resolution following the procedure set out in sec. 1 is deemed to be the date when all the Management Board Members have cast their votes using means of direct communication by using electronic mail.
4. Resolutions adopted outside of a meeting using means of direct communication shall be signed by the Management Board Members taking part in the vote at the next suitable date.
5. Any Management Board Member may object to the adoption of a resolution using means of direct communication by using electronic mail. In such an instance, such draft resolution shall become the subject matter of the next Management Board meeting.

§ 16

1. Resolutions of the Management Board shall be adopted with an ordinary majority of votes of the Members of the Management Board participating in the voting and they shall be recorded in minutes.
2. If the vote results in a draw, the vote of the Chairman of the Management Board shall be decisive.
3. Resolutions of the Management Board may be adopted provided that at least half of the Members of the Management Board participate in the voting and all its Members have been notified in advance about the voting.
4. Members of the Management Board may take part in adopting Management Board resolutions by casting their votes in writing through intermediation of another Member of the Management Board.

§ 16¹

1. In case, while making by the Management Board the decisions connected with risk management, the Management Board Member supervising risk management area voted against the decision made or voted otherwise than proposed in the draft decision, the vote of such Member is duly recorded, Member of the Management Board justifies his/her decision in writing and the Management Board Chairman, acting on behalf of the Management Board notifies, forthwith, the Supervisory Board delivering information into the hands of the Supervisory Board Chairman with written justification of the decision made by the Management Board and written justification of decision made by Management Board Member supervising the risk management area.
2. Making by the Management Board decisions related to risk management during the absence of the Management Board Member supervising risk management should take place only in particularly justified cases.

§ 17

1. Minutes from the meeting shall be prepared in written form or on durable data carrier, the minutes shall correspond to regulatory requirements and include at least the date of the meeting, its subject (agenda of the meeting), chairman of the meeting (the person chairing the meeting), names and surnames of the Members of the Management Board and invited guests present at the meeting, description of the course of discussion, resolutions adopted, decisions or other arrangements, number of votes cast for individual resolutions and the names and surnames of those participating in voting, text of separate opinions with their possible justification, submitted motions and reservations, comments not taken into account and reasons for not taking them into account, and signatures of the Members of the Management Board present. Minutes and contents of adopted resolutions or other important decisions made by the Management Board shall be prepared in the Polish language.
2. Minutes shall be kept by a person appointed by the Chairman of the Management Board.
3. Minutes may be written down during the meeting or directly after the meeting, but not later than by the next Management Board's meeting.
4. Members of the Management Board may view and submit comments or a dissenting opinion to the Minutes prior to their authentication. Objections to the text of resolutions and motions to supplement the minutes may be submitted by the date of the next meeting of Management Board. Minutes shall be stored by the Bank Secretary Team of the Legal Department or a person specified by the Chairman of the Management Board.

§ 18

The Bank Secretary Team of the Legal Department or a person specified by the Management Board shall be responsible for proper organization of the work of the Management Board and preparation of minutes from the meetings of the Management Board.

§ 19

The Management Board's Bylaws shall become effective on the date of their adoption.