

Statement	Supervisory Board	X
Shareholders and GMS	Management Board	
Internal Control, External Audit and Compliance Policy		

Statement

„Good Practices in Public Companies on the WSE” adopted by the Board of the Warsaw Stock Exchange constitute a set of Corporate Governance principles to whose observance Bank Millennium was committed in 2014. The fundamental standard of the above-mentioned Good Practices is the „comply or explain” rule, i.e. the duty to publish information in the form of a report, whenever any of the principles described in the “Good Practices” guidelines is not followed. The full text of the “Good Practices” document is available from the WSE website www.corp-gov.gpw.pl and from the Bank’s website <http://www.bankmillennium.pl/en/about-the-bank/corporate-bodies-and-governance>

In 2014 Bank Millennium observed all the principles contained in the Good Practices except one rule provided for in Chapter IV section 10 item 2 of Good Practices, regarding ensuring the shareholders with opportunity to participate in General Meetings of Shareholders („GMS”) with the use of real-time online two-way communication, by means of which the shareholders may take an active part in a General Meeting of Shareholders from a different place than the place of meeting. In the Bank’s assessment the implementation of this rule during a General Meeting carries with itself certain technical and legal risks to the correct and efficient conducting of the General Meeting. In the Bank’s assessment the avoiding of these threats constitutes a bigger value for the shareholders than the implementation of the rule from Chapter IV section 10 item 2 of Good Practices. At the same time the Bank since 2008 has provided real-time internet broadcasting of the proceedings of the GMS, in accordance with the requirement specified in Chapter IV section 10 item 1 of Good Practices. At the same time the Bank does not rule out the possibility of ensuring to the shareholders two-way real time communication during the proceedings of a General Meeting, should actual or legal circumstances change.

Otherwise, by applying due diligence in establishing corporate and investors’ relations, Bank Millennium, as a company listed on WSE, complied, in 2014, with standards of Good Practices. The Bank strives to ensure the highest transparency of its activities, proper communication with investors and protection of shareholder rights also in materials not regulated by effective laws.

From the beginning of 2015, the Bank, as a financial institution, is also subject to the Principles of Corporate Governance for Institutions Supervised by the Polish Financial Supervision Authority (Principles), as accessible from the KNF website www.knf.gov.pl

In December 2014 the Bank's Management Board and the Supervisory Board passed resolutions on application of the Principles, with the exception of those stipulated in:

1. § 8 sec. 4 – principle demanding the possibility of electronic active participation in the GMS,
2. § 16 sec. 1 and § 24 sec. 1 – rules concerning holding of meetings of the Bank's governing bodies (Management Board and Supervisory Board) in Polish.

The Bank's position that there is no possibility of electronic active participation in a GMS is consistent and reiterates the Bank's position previously expressed with respect to a principle existing in the Good Practices, referred-to above.

With respect to the principle of holding meetings of the Management Board and Supervisory Board in Polish the Bank has taken position that the knowledge of the English language by the Management Board Members enables full mutual understanding and an appropriate level of communication during meetings. Furthermore the practically applied rule of holding Supervisory Board meetings both in Polish as well as in English, with necessary assistance provided by an interpreter, also enables full mutual understanding and an appropriate level of communication.

The Management Board and the Supervisory Board decided to apply to the GMS, approving the financial statement for the year 2014, in the matter of the Principles addressed to Shareholders.

In the reporting period, the Bank was, for the seventh consecutive time, listed among RESPECT Index companies („Index”) – the Central and Eastern Europe's first index of socially responsible companies. In the course of review conducted in December 2014, the RESPECT Index incorporated only 24 companies from amongst the entire population of businesses listed on WSE. Enterprises incorporated in the said Index operate on the basis of the best corporate governance standards, information policy, investor relations and in the area of employee matters, social relations and environment protection.