

## II. BRIEF DESCRIPTION OF BANK MILLENNIUM GROUP

### Bank Millennium

Bank Millennium emerged in 1989 as one of the first Polish commercial banks (initially operating under the name of Bank Inicjatyw Gospodarczych BIG SA) taking advantage of the legal and market opportunities brought by the economic and political reforms implemented at the turn of the 1980s. The Bank's first shareholders were both companies as well as private persons. Following the 1990 first IPO BIG became a private bank. At that time it was focusing its business on offering modern financial products and services to corporate customers. The Bank, drawing on the best experience from developed markets, was building a modern product infrastructure and distribution platform, steadily developing its offer. The Bank issued Poland's first VISA card for business customers (1991) and began to offer leasing services. In 1992 the Bank's shares were the first equities of a financial institution to make their debut on the Warsaw Stock Exchange. Thus the Bank gained new growth opportunities, while the status of a public company significantly strengthened its position among investors and customers. In that same year the Bank carried out a takeover of Łódzki Bank Rozwoju SA and implemented its restructuring programme. This was the first takeover of a private bank in the post-war history of the Polish financial market and the first so large a financial institution restructuring project.

Regularly expanding its range of products and services, by using a state-of-the-art operating system, the bank was developing its business towards that of a universal bank. This growth trend was significantly supported by the merger with Bank Gdański SA (in 1997) and the ensuing establishment of BIG Bank Gdański SA, an institution with a universal business profile, providing its services to all market segments. A year later - in cooperation with the Portuguese Banco Comercial Portugues - the Bank launched the innovative Millennium network serving private Customers. The appearance in Poland's largest cities of small bank branches, which used latest technology to serve customers, marked the start of a new era in Polish retail banking.

Since 2003 the Bank has been operating under the brand name of Bank Millennium, with its business mission focused on providing universal innovative financial products and services to all Customer segments as well as generating growth of shareholder value. The Bank offers its services to private Customers (in Retail, Prestige and Private Banking segments), to sole traders as well as small, medium and large companies in the Corporate Banking segment.

The Bank has built its market position by working with over 1.3 million active private customers and 13 thousand corporate Clients, who can use the nationwide network of 423 branches as well as state-of-the-art technology (online, phone and mobile banking) to have 24/7 access to innovative financial services. Lately the Bank has been attaching particular importance to making its services conveniently and safely available by means of mobile devices. The gradual improvement of quality of services coupled with an appealing product range as well as user-friendly technologies have given the Bank a number of awards in recent years, based on bank surveys using both independent expert reviews as well as customer feedback.

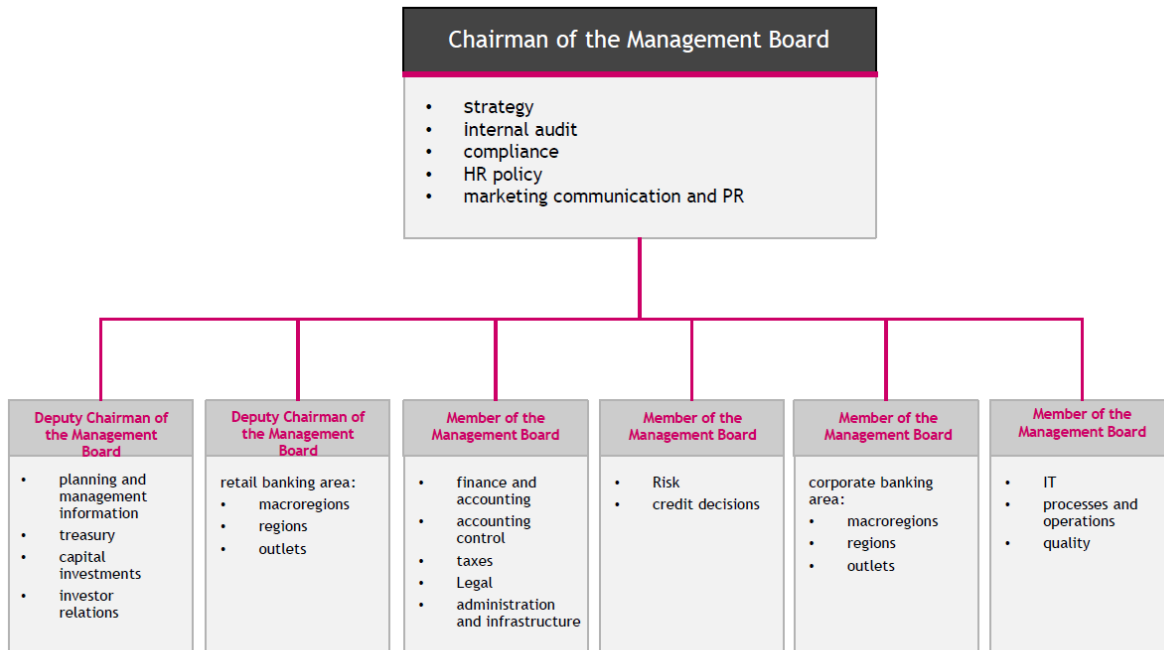
Bank Millennium performs its activities on the basis of organisational structure facilitating efficient management and planned achievement of business objectives and ensuring high level of safety and transparency.

Organisational structure reflects objectives stipulated in the Bank's strategy and its structure supports objectives, tasks and functions performed by each organisational unit. The organisational structure ensures continued implementation of processes and remains in compliance with external and internal legal regulations.

From management perspective, the Bank's organisational structure is flat i.e. it has not more than five management levels. The Bank's structure is functional in its nature with each organisational unit implementing specific functions assigned to it.

In accordance with legal requirements, the Bank's organisational structure separates risk assessment and credit decision making from sales and business functions, back-office support function and control functions.

The Bank's structure is built upon separate and stand-alone organisational units established and recalled by decisions of the Bank Management Board. Detailed scope of tasks performed by these units and their internal organisational structures are defined by organisational bylaws of each individual unit. The Bank Management Board also specifies division of competence and responsibilities for individual areas of Bank operations between Management Board Members taking account of criteria of functionality and need.



Today Bank Millennium, together with its specialised subsidiaries, forms one of the most innovative and fastest developing financial groups in Poland.

### Bank Millennium Group

Bank Millennium, together with its subsidiaries, forms the Bank Millennium Group.

The key companies in the Group are: Millennium Leasing (leasing business), Millennium Dom Maklerski (brokerage house) and Millennium TFI (mutual funds). The offer of these companies supplements the products and services available from the Bank. Remaining companies from the Group support performance of infrastructural tasks.

The Group's structure has not changed since the end of 2013.

**Scheme of Bank Millennium S.A. capital group  
as on 31.12.2014**

