

**Company: NORDEA BANK POLSKA S.A.**

**Current Report No. 1/2010**

**Date: 2010-07-21**

**Market type: Corporate Governance – regulated market**

Title:

**Information on the Company's non-compliance with certain rules of corporate governance set forth in "The Code of Good Practice for WSE Listed Companies" as amended**

Legal grounds:

**§ 29.3 of the Rules of WSE**

Content:

Pursuant to § 29.3 of the Rules of the Warsaw Stock Exchange and in connection with the introduction on 1 July 2010 of the amended corporate governance rules included in "The Code of Good Practice for WSE Listed Companies" – Appendix to Resolution no. 17/1249/2010 of the Warsaw Stock Exchange Supervisory Board dated 19 May 2010, the Management Board of Nordea Bank Polska S.A. hereby informs that the Company does not comply permanently (partly or entirely) with the following rules:

**Rule I.1:**

*A company should pursue a transparent and effective information policy using both traditional methods and modern technologies and latest communication tools ensuring fast, secure and effective access to information. Using such methods to the broadest extent possible, a company should in particular:*

- *maintain a company website whose scope and method of presentation should be based on the model investor relations service available at: <http://naszmodel.gpw.pl/>;*
- *ensure adequate communication with investors and analysts, and use to this purpose also modern methods of Internet communication;*
- *enable on-line broadcasts of General Meetings over the Internet, record General Meetings, and publish the recordings on the company website.*

**Company's Comment:**

The Company does not maintain the company website according to the model indicated at [www.naszmodel.gpw.pl](http://www.naszmodel.gpw.pl) due to the corporate website rules applicable in the Nordea Capital Group. However, the service contains all the required data.

The Company does not broadcast General Meetings over the Internet due to the shareholding structure (99.04% share held by the majority shareholder).

**Rule I.5:**

*A company should have a remuneration policy and rules of defining the policy. The remuneration policy should in particular determine the form, structure, and level of remuneration of members of supervisory and management bodies. Commission Recommendation of 14 December 2004 fostering an appropriate regime for the remuneration of directors of listed companies (2004/913/EC) and Commission Recommendation of 30 April 2009 complementing that Recommendation (2009/385/EC) should apply in defining the remuneration policy for members of supervisory and management bodies of the company.*

**Company's Comment:**

In accordance with the recommendations of the European Commission, the Nordea Group has defined its remuneration policy for all its subsidiaries. The process of adaptation to the generally binding rules of the Group, including in respect of domestic policies, was initiated in January 2010.

Remuneration of the Management Board of Nordea Bank Polska S.A. is determined by the Supervisory Board, while remuneration of the Supervisory Board is determined by the General Meeting. Remuneration of members of the Company's authorities is determined on the basis of their scope of duties and responsibilities arising from the functions they perform and it results from the Company's size and the obtained economic results.

**Rule I.9:**

*The WSE recommends to public companies and their shareholders that they ensure a balanced proportion of women and men in management and supervisory functions in companies, thus reinforcing the creativity and innovation of the companies' economic business.*

**Company's Comment:**

The Nordea Group recommends to all its companies and their shareholders that they ensure a balanced proportion of women and men in management and supervisory functions, thus reinforcing the creativity and innovation of the companies' economic business and implementing the Group's policy in this respect.

The Management Board of the Nordea Group supports the above recommendation and maintains the policy of appointing competent, creative persons with adequate professional experience and qualifications to the companies' authorities. At the same time, we would like to emphasize that the Management Board as well as the Supervisory Board of Nordea Bank Polska S.A. consist of both men and women.

**Rule II.1.14):**

*A company should operate a corporate website and publish on it, in addition to information required by legal regulations:*

*14) information about the content of the company's internal rule of changing the company authorised to audit financial statements or information about the absence of such rule.*

**Company's Comment:**

Pursuant to the Statutes of the Bank, the Supervisory Board of Nordea Bank Polska selects an auditor twice a year for the review of an interim financial statement and the audit of an annual financial statement. The Company does not employ a rule of changing the entity authorised to audit financial statement.

The Company finds publishing information about the absence of such a rule on the Bank's website groundless.

**Rule III.6:**

*At least two members of the Supervisory Board should meet the criteria of being independent from the company and entities with significant connections with the company. The independence criteria should be applied under Annex II to the Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board. Irrespective of the provisions of point (b) of the said Annex, a person who is an employee of the company or an associated company cannot be deemed to meet the independence criteria described in the Annex. In addition, a relationship with a shareholder precluding the independence of a member of the Supervisory Board as understood in this rule is an actual and significant relationship with any shareholder who has the right to exercise at least 5% of all votes at the General Meeting.*

**Company's Comment:**

All members of the Supervisory Board are appointed by the General Meeting. The rules of appointment of members of the Supervisory Board are regulated by the Statutes of the Bank, which stipulate that a majority of members of the Bank's Supervisory Board, including the Chairman of the Supervisory Board, are Polish citizens permanently residing in Poland. A majority of the members of the Board who are Polish citizens have no capital nor organisational relation to the Majority Shareholder.

**Rule III.8:**

*Annex I to the European Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors (...) should apply to the tasks and the operation of the committees of the Supervisory Board.*

**Company's Comment:**

The Company does not have committees indicated in Annex I to the EC Recommendation of 15.02.2005, i.e. a nomination committee, or a remuneration committee.

The Supervisory Board appointed by resolution the Committee for Contracts with Members of the Management Board, authorising it to analyse and update the contracts, to determine the rules of contracts for newly appointed members and the Chairman to sign adequate documents on behalf of the Supervisory Board.

**Rule IV.10:**

*A company should enable its shareholders to participate in a General Meeting using electronic communication means through:*

*1) real-life broadcast of General Meetings;*

*2) real-time bilateral communication where shareholders may take the floor during a General Meeting from a location other than the General Meeting;*

*3) exercise their right to vote during a General Meeting either in person or through a plenipotentiary.*

*This rule should be applied not later than 1 January 2012.*

**Company's Comment:**

Neither the Bank's Statutes nor the Rules of the General Meetings provide for the possibility of its shareholders' participation in a General Meeting using electronic communication means. The Company does not broadcast General Meetings over the Internet, due to its shareholding structure (99.04% share held by the majority shareholder).

**Signatures of persons representing the Company:**

Full name	Position / Function	Signature
Włodzimierz Kiciński	President of the Management Board	