

PTE PZU SA w Warszawie
Biuro Inwestycji
ul. Jana Pawła II 24, 00-133 Warsaw
Tel.: 22 582 29 00, Fax: 22 582 29 05



Warsaw, on 22.05.2017

BI/1421/2017

To:
The Management Board of
Grupa Kęty S.A.
ul. Kościuszki 111
32-650 Kęty

Powszechne Towarzystwo Emerytalne PZU SA representing Otwarty Fundusz Emerytalny PZU „Złota Jesień” hereby declares that, acting on behalf of a shareholder of Grupa Kęty S.A., it proposes Mr Piotr Stępnik as a candidate for a member of the Supervisory Board to be selected at the General Meeting of Shareholders of the Company to be held on 31.05.2017.

In the opinion of Powszechne Towarzystwo Emerytalne PZU SA, the candidate’s professional career ensures the proper performance of the function of an independent member of the Supervisory Board. We enclose Mr Piotr Stępnik’s CV and his consent to become a candidate.

Please publish this information immediately.

Sincerely yours,

PRESIDENT OF THE BOARD OF DIRECTORS

Marcin Żółtek

VICE-PRESIDENT OF THE BOARD OF DIRECTORS

Wojciech Backiel

Piotr Stępnia

Mr Piotr Stępnia has higher education. In 1992, he graduated from the University of Guelph in Canada as a BA (Bachelor of Arts). In addition, in 1995, he graduated from ESC Rouen in France as an EMBA (Executive Master of Business Administration) and from Purdue University in the USA as an MSM (Master of Science in Management).

Mr Piotr Stępnia gained knowledge and experience in management working successively in the following companies: (i) in 1985-1992 in Air Canada -Toronto, Canada; (ii) in 1992-1997 in PepsiCola Int'l, Somers, NY, USA; (iii) in 1998 in Bank Handlowy S.A. in Warsaw; (iv) in 1999-2000 as Development Director in ARMARK, Toronto, Canada; (v) in 2000-2001 as Marketing Director and then in 2001-2005 as Vice-President of the Board of Directors of Lukas S.A. and Lukas Bank S.A.; (vi) in 2005-2008 as President of the Board of Directors of Getin Holding S.A.

Mr Piotr Stępnia has many years of experience in performing the function of a member of supervisory boards of numerous companies: (i) in 2003-2004, he was a member of the Supervisory Board of Europejski Fundusz Leasingowy S.A.; (ii) in 2003-2007, he was a member of the Supervisory Board of TU Europa S.A.; (iii) in 2005-2006, he was a member of the Supervisory Board of Getin Leasing S.A.; (iv) in 2005-2008, he was a member of the Supervisory Board of Powszechny Dom Kredytowy we Wrocławiu S.A., Carcade Sp. z o.o. (Russia), Fiolet S.A. and Open Finance S.A.; (v) in 2007-2008, he was a member of the Supervisory Board of Prikarpatya Bank (Ukraine); (vi) in 2006-2008, he was a member of the Supervisory Board of Noble Funds TFI S.A.; (vii) in 2008-2009, he was a member of the Supervisory Board of Fundusz Mikro Sp. z o.o.; (viii) in 2008-2013, he was a member of the Supervisory Board of Skarbiec Asset Management Holding S.A. In 2005-2008, Mr Piotr Stępnia was Chairman of the Supervisory Board of Getin Bank S.A., and in 2006-2008, he was Chairman of the Supervisory Board of Noble Bank S.A. Currently, Mr Piotr Stępnia is a member of supervisory boards of the following companies: ATM Grupa S.A., Kruk S.A., Nest Bank S.A., Magellan S.A., Skarbiec Holding S.A., Asseco Business Solutions S.A.

To:

**The General Meeting of Shareholders
of Grupa Kęty S.A.**

DECLARATION

I hereby agree to become a candidate for and be appointed as an independent member of the Supervisory Board of Grupa Kęty S.A. with its registered office in Kęty, and I hereby declare that:

1) there are no legal obstacles preventing me from performing my functions of a member of the Supervisory Board and, in particular, there are no obstacles referred to in Article 18 § 1 and § 2 or Article 387 of the Polish Code of Commercial Companies;

2) I do not carry out and I do not intend to carry out any activities competitive against Grupa Kęty S.A. with its registered office in Kęty; I do not participate and I do not intend to participate in a partnership/company competitive against the Company as a partner in a civil-law partnership, other partnership or as a member of any authority of a company, or participate in another competitive legal entity as a member of its authorities;

3) I have not been convicted by virtue of a valid judgement for any offence related to acting to the detriment of a company and there are no proceedings pending against me in relation to acting to the detriment of a company in the authorities of which I have participated as a member;

4) I have not been entered in the Register of Insolvent Debtors maintained pursuant to the National Court Register Act of 20 August 1997;

5) I meet the independence criteria for supervisory board members specified in Annex II to the European 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 (OJ EU L.05.52.51) and the additional requirements provided for in *Best Practice of GPW Listed Companies* annexed to Resolution No. 27/1414/2015 of the Board of Warsaw Stock Exchange of 13 October 2015.

/venue and date of the declaration/

WARSAW, 22.05.2017

PIOTR HENRYK STĘPNIAK

/first and middle name and surname/

/Personal ID number (PESEL)/

/signature/

