

**REPORT
OF THE SUPERVISORY BOARD
OF BRE BANK SA**

on evaluation of Report of the Management Board on its activities in 2008 and
Financial Statements for 2008
prepared for the Ordinary General Meeting of Shareholders
of 16 March 2009

In the past reporting period e.g. from the last General Meeting of Shareholders, the Supervisory Board performed its statutory duties in the following composition:

Chairman	Maciej Leśny
Deputy Chairman	Martin Blessing (till 4 September 2008)
Deputy Chairman	Dr Andre Carls (from 5 September 2008)
Members:	Dr Achim Kassow
	Teresa Mokrysz
	Michael Schmid
	Waldemar Stawski
	Dr Jan Szomburg
	Nicholas Teller (till 13 March 2008)
	Prof. Marek Wierzbowski
	Martin Zielke (from 14 March 2008)

In accordance with the principles of corporate governance adopted by the Bank, as per the Code of Best Practices for WSE Listed Companies and § 22.3 of the By-Laws of BRE Bank, there are three standing committees within the Supervisory Board. These include the Executive Committee, Risk Committee and Audit Committee.

After the changes on the Supervisory Board in 2008 these Committees are working in the following composition:

Executive Committee:

Chairman	Maciej Leśny
Members	Dr Andre Carls
	Dr Achim Kassow
	Dr Jan Szomburg

Audit Committee

Chairman	Martin Zielke
Members	Dr Andre Carls
	Maciej Leśny
	Dr Jan Szomburg

Risk Committee:

Chairman	Michael Schmid
Members	Dr Andre Carls
	Maciej Leśny
	Waldemar Stawski

The Supervisory Board's Committees perform their functions in accordance with guidelines approved by the Supervisory Board. The Committees in more details deal with the current control of credit policy, the management of credit risk, market risk and operation risk, the cooperation with the auditor and the activities of the Bank's internal audit.

In accordance with § 22.5 of the By-Laws of BRE Bank, all standing committees operating within the Supervisory Board provide the shareholders with reports on their activities in the past reporting year. The reports are attached to the materials disclosed at the General Meeting of Shareholders.

In the past reporting period the Supervisory Board performed its statutory duties of regular supervision over activities of the Company, in accordance with requirements of Art. 382, § 1 of the Code of Commercial Companies.

As required by the Code of Commercial Companies, the Supervisory Board evaluated the financial statements for 2008, read the auditor's report by PriceWaterhouseCoopers and, based on that professional source, the Supervisory Board determined that the financial statements of the Bank and the BRE Group presented by the Management Board at the General Meeting of Shareholders of the Bank met requirements of Art. 382 § 3 of the Code of Commercial Companies. The Supervisory Board also passed resolutions approving the report of the Management Board of the Bank and financial statements of the Bank for 2008, as well as consolidated financial statements of the Capital Group of BRE Bank SA for 2008. In a separate resolution, the Supervisory Board approved the Management Board's proposal on the distribution of profit for 2008.

The Supervisory Board recommends that the General Meeting of Shareholders approves these reports and adopts the draft resolution on distribution of profit for 2008 as well as approves a resolution on appointment of an auditor to audit financial statements of BRE Bank and the BRE Bank Group for 2009.

In the current very difficult situation on the financial markets, the Supervisory Board gladly welcomed the information on the very good 2008 results.

In the past reporting period the Supervisory Board convened 5 meetings. 58 resolutions were passed. Amongst others these resolutions pertained to: approval of financial statements of BRE Bank SA, BRE Bank Group and other materials for the Ordinary General Shareholders meeting, appointment of the Management Board for the current term of office, approval of taking subordinated and bilateral loans from Commerzbank, adoption of the Code of Best Practices for WSE Listed Companies valid from January 2008, approval of the Incentive Programmes for the Management Board and the Employees, adoption of procedure of awarding bonuses for Members of the Management Board and conditions of employment contracts, approval of the uniform text of By-Laws of BRE Bank, approval of the Rules of the Supervisory Board, the Management Board and of the Supervisory Board Audit Committee, acceptance of the Compliance Policy, Mezzanine Finance Policy, Equity Investments Policy Guidelines and Conflict of Interest Management Policy in BRE Bank, approval for granting funds to BRE Bank Foundation and recommendation of the appointment of an auditor.

In addition, at its meetings the Supervisory Board accepted or acknowledged periodical reports of the Management Board on financial situation of the Bank and the current results of business lines.

The very difficult situation of the international financial markets demands from the Supervisory Board to take up new challenges and work very closely with the Management Board in regard to the current issues and functions of the Bank.

The Supervisory Board and especially the Executive Committee closely cooperates with the Management Board to work out the new Strategy and the Mid-term Business Plan for the BRE Bank Group for 2009-2011.

In June 2008 the Supervisory Board received from the Financial Supervision Authority the final report on the results of the GINB inspection in BRE Bank in autumn 2007. The plan of the implementation of the recommendations was presented at the Supervisory Board meeting in September 2008. The current control of the recommendations implementation was taken up by the Audit Committee in October 2008.

The Supervisory Board would like to thank the Management Board for constructive cooperation in the past reporting period. I wish further successes to the Management Board.

I would also like to thank all Members of the Supervisory Board for their involvement and contribution into the works of the Supervisory Board.

Maciej Leśny

Chairman of the Supervisory Board Member