

STATEMENT OF COMPLIANCE WITH CORPORATE GOVERNANCE RULES

Statement of Compliance with Corporate Governance Rules

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TERMS AND SCOPE OF COMPLIANCE WITH CORPORATE GOVERNANCE RULES

GPW in 2016 consistently complied with the principles and recommendations of the Code of Best Practice for GPW Listed Companies 2016 and the Corporate Governance Rules for Supervised Institutions issued

GPW accepted the corporate governance rules laid down in the Code of Best Practice for GPW Listed Companies, applicable until 31 December 2015, as of the date of admission of the Company's shares to trading on the regulated market on 5 November 2010. GPW complied with all of the rules of the Code in 2016. The Code of Best Practice for GPW Listed Companies is available on the GPW website (<http://www.gpw.pl>) under the listed companies corporate governance tab.

As of 1 January 2016, GPW follows the new rules published by the trading organiser, the Code of Best Practice for GPW Listed Companies 2016. The Code is available on the GPW website (<http://www.gpw.pl>) under the listed companies corporate governance tab.

GPW complies with most of the recommendations and rules of the Code of Best Practice for GPW Listed Companies 2016 with the exception of Rule VI.Z.2, which requires that the period between the allocation of options or other instruments linked to the company's shares under the incentive scheme and their exercisability should be no less than two years. The non-compliance is due to the fact that the Company's incentive scheme, approved before the effective date of the Code of Best Practice for GPW Listed Companies 2016, included phantom shares, where the exercise period is 1 year. However, the phantom shares are only one of three incentive measures with a minor weight. The biggest part of the Management Board incentive system in 2015 was the "bonus bank" paid out in equal parts over three consecutive years (for more information, see the Remuneration Policy section).

Furthermore, with regard to the recommendations I.R.2. GPW informs, that the functioning of the company policy of business sponsorship and charity there is no form of a document. The Company has developed a document in 2016. Based on the guidelines provided by the Ministry of Treasury, but it is in the course of internal consultation and is not a binding document. In terms of the Stock Exchange activity is guided by the principle of concentration on the core area of business. The value of donations amounted in 2016 PLN 3.1 million, of which PLN 3 million fund fed into the Polish National Foundation. The remaining part was transferred to the Foundation L. Paga (PLN 34.4 thousand), the Foundation for Youth Entrepreneurship (PLN 10 thousand) donation to Caritas at a summer camp for children (PLN 10 thousand) And on the promotion of Polish Capital Market among entrepreneurs of China Republic of China (PLN 28.5 thousand)

- direct support for the sale of GPW's products and services (mainly industrial conferences: the Polish Capital Markets Day co-organised by GPW in New York, FOW Derivatives World CEE, conferences and activities of the Association of Individual Investors promoting the Exchange among individual investors);
- support for events dedicated to the capital markets (in particular, conferences organised by the Chamber of Brokerage Houses, the Association of Listed Companies –

the Investor Relations Congress, the Listed Company CFO Congress, the Listed Company Lawyer Congress).

GPW partnered with many foundations, associations and organisations in events and conferences dedicated to the economy and the capital markets, including the Polish Institute of Directors in the organisation of corporate governance conferences, the Lesław A. Paga Foundation (mainly training and educational projects devoted to the capital markets) and the Polish Entrepreneurship Support Association (European Economic Congress, Eastern Economic Congress).

In addition, GPW is subject to the Corporate Governance Rules for Supervised Institutions issued by the Polish Financial Supervision Authority on 22 July 2014 as a set of rules governing internal and external relations of supervised institutions, including relations with shareholders and clients, their organisation, the operation of internal supervision and the key internal systems and functions, as well as the statutory authorities and the rules of their co-operation. The Corporate Governance Rules for Supervised Institutions are available on the website of the Polish Financial Supervision Authority (<http://www.knf.gov.pl>).

The Exchange complies with the rules laid down in the Corporate Governance Rules for Supervised Institutions with the exception of the rules defined in § 10.2, § 12.1 and § 28.4, and except the rules defined in § 53, § 54.1-3, § 55, § 56, § 57, which are inapplicable to GPW's business profile as GPW does not manage assets on clients' account.

Non-compliance with the rule defined in § 10.2, concerning the introduction of personal entitlements or other special entitlements for shareholders, and in § 12.1, which provides that shareholders shall be responsible for an immediate capital increase of the supervised institution, is due to the incomplete privatisation of the Company by the State Treasury. Non-compliance with the rule defined in § 28.4, which provides that the General Meeting shall assess whether the established remuneration policy contributes to the development and security of the operations of the supervised institution, is due to the excessively broad range of the remuneration policy to be assessed by the General Meeting. The remuneration policy for key managers other than the members of the supervisory board and the management board should be assessed by their employer, i.e., the Company represented by the Management Board and controlled by the Supervisory Board.

The full statement of the Exchange on compliance with the Code of Best Practice for GPW Listed Companies 2016 and the Corporate Governance Rules for Supervised Institutions is available on the Company's website under the GPW corporate governance tab.