DISCLOSURE REGARDING CAPITAL ADEQUACY OF HSBC BANK POLSKA S.A.

AS OF 31 DECEMBER 2013

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1. Introduction

Pursuant to the Resolution No 385/2008 of the Polish Financial Supervision Authority of 17 December 2008 regarding detailed principles and method of publishing by banks qualitative and quantitative information regarding the capital adequacy and the scope of information subject to publication (pursuit to further changes), as well as in accordance with the information Policy of HSBC Bank Poland SA (hereinafter referred to as the Bank) available at www.hsbc.pl, in this document the Bank presents the information based on stand-alone data whose scope is consistent with the provisions of paragraphs 3 and 4 of Appendix no. 1 to the abovementioned Resolution.

The presented values are expressed in PLN thousand except when a different unit of measurement has been applied, as shown in detail beside the data presented later in this document.

The process of capital requirements' calculation as of 31 December 2013 covered data concerning only the Bank — due to the current capital structure it is not necessary to assess capital requirements on the consolidated basis.

2. Own funds

2.1 Basic information

Tier 1 capital

Basic capital

Bank's share capital amounted at PLN 393,207 million is main contributors to Tier 1 capital. As of 31 December 2013, the shareholder of 100% of shares is HSBC Bank Plc.

Reserve capital

Reserve capital is equal to the reserve capital arising from the surplus achieved at the issuance of Bank's shares above the face value, less costs of the issuance. This capital is to be used for covering losses that may be incurred in connection with the Bank's operations.

Items deducted from Tier1 capital

Intangible assets

Pursuant to article 127 point 1.3.b of the Banking Law Act 29 August 1997 the book value of intangible fixed assets is deductible from Tier 1 capital.

Unrealised losses on debt and equity instruments classified as available for sale

Pursuant to paragraph 2.1 clauses 5 of the Resolution No 325/2011 of the Polish Financial Supervision Authority of 20 December 2011, the Tier 1 capital of HSBC Bank Polska SA was deducted with unrealised losses on debt and equity instruments classified as available for sale.

Debt instruments classified as available for sale whose measurement is taken into account in the calculation of Bank's own funds, include government bonds, money bills and treasury bills held in the Bank's portfolio.

Current and prior period losses

The Bank has generated financial profit in 2013, what means that regulations described in article 127 point 1.3 c-e of the Banking Law Act 27 August 1997, connected to deduction from Tier 1 capital, are not in use.

Supplementary capital

Subordinated liabilities

As at 31 December 2013 Bank has not taken any subordinated debt.

Unrealised gains on debt and equity instruments classified as available for sale

Pursuant to paragraph 3 of the Resolution No 367/2010 of the Polish Financial Supervision Authority of 12 October 2010, 80% of unrealised gains on debt and equity instruments classified as available for sale are treated as Tier 2 capital.

Short-term capital

Bank follows a prudential approach to capital management and assumes that the short-term capital is zero.

2.2 Structure of own funds

thousands of PLN

		2013-12-31	2012-12-31
	Capital structure	**422 715**	**416 007**
A	*Tier 1 capital*	*422 309*	*409 768*
1	Basic capital	393 207	393 207
2	Reserve capital	19 149	19 149
3	Previous years profit (loss)	14 050	0
	Deductions		
4	Intangible assets	-4 010	-2 573
5	Current period net loss	0	0
6	Unrealised losses on debt instruments classified as available for sale	-87	-16
B	*Tier 2 capital*	*406*	*6 239*
1	Subordinated liabilities	0	0
2	Unrealised gains on debt instruments classified as available for sale	406	6 239

3. Capital requirements and capital adequacy ratio

3.1 General information

As of the end of 2013, pursuant to applicable laws, the Bank maintained only solo own funds at the level that was no lower than the higher of the following values:

1. total capital requirements for different types of risk and capital requirements for overruns of the limits and breaches of other standards specified in the Act — capital requirement resulting from the Pillar I,

2. the amount estimated by the Bank, necessary to cover all identified, significant risks arising from the Bank's operations as well as changes in the economic environment, taking into account the estimated risk level (i.e. the amount of internal capital) — capital requirement resulting from the Pillar II.

An important factor determining the capital adequacy is the target level of the capital adequacy ratio adopted by the Bank's Management Board. Bank's strategic objectives were focused on maintaining the capital adequacy ratio not lower than 10%.
In order to maintain the capital adequacy ratio at this level, the Bank conducted ongoing monitoring and prepared short- and medium-term forecasts concerning both the development of the capital base as well as the business growth, and the resulting increase in capital requirements.

The Bank's capital adequacy ratio is calculated on the basis of the total capital requirement, corresponding to the sum of capital requirements for different types of risk, calculated in accordance with the Resolution No 369/2010 of the Polish Financial Supervision Authority of 12 October 2010.
The total capital requirement, assuming a significant scale of business operations, includes the following capital requirements:

1. credit risk — calculated with the use of the standardised approach,
2. market risk:

   a. covering the total requirement for foreign exchange risk — calculated with the use of the foundation approach,
   b. commodity risk — no exposure,
   c. equity securities price risk — no exposure,
   d. special risk of debt securities prices — calculated with the use of the foundation approach,
   e. general interest rate risk — calculated with the use of the maturity ladder approach.

3. operational risk — calculated with the use of the standardised approach,
4. settlement risk, delivery risk and counterparty risk — calculated with the use of the market valuation approach,
5. overrun of the exposure concentration limit and the large exposure limit,
6. overrun of the capital concentration threshold.

3.2 Structure of the total capital requirement

Underlying risk type	Capital charge 2013-12-31	Capital charge 2012-12-31
Credit Risk	**160 942**	**152 026**
Central governments or central banks		
Regional governments or local authorities		
Administrative bodies and non-commercial undertakings		
Multilateral development banks		
International organisations		
Institutions	3 691	3 319
Corporates		
Retail		
Secured on real estate property		
Past due items	45	1 738
Items belonging to regulatory high risk categories		
Short term claims on institutions and corporates	0	0
Collective investment undertakings		
Other items	1 199	1 658
Market Risk	**686**	**989**
Fx risk		
Commodities trading risk		
Equities trading risk		
Debt securities specific risk		
Interest rates general risk	686	989
Counterparty credit risk and settlement risk	**5 526**	**5 873**
Breach of single borrower limit and total limit of large exposures	**0**	**0**
Breach of large equity exposure limit	**0**	**0**
Operational risk	**25 280**	**26 119**
Total capital used for CAR	**422 715**	**416 007**
Total capital charge	**192 434**	**185 006**
Capital Adequacy Ratio (CAR)	**17,6%**	**18,0%**

4. Internal capital

Internal capital is the amount of the capital estimated by the Bank that is necessary to cover all identified significant risks arising from the banking activity.

The Bank adjusts the size of the stand-alone and consolidated own funds to the level and the type of the risk to which it is exposed, and the nature, scale and complexity of its operations. To this end, the Bank has developed and implemented the Internal Capital Adequacy Assessment Process (ICAAP) which serves to maintain own funds at the level appropriate to the profile and risk level of Bank operations.

Due to the fact that the effect of risk diversification was not taken into account in 2013, the Bank's internal capital was estimated at the level that was higher than the sum of capital requirements for different types of risks included in Pillar I. Additional values of the internal capital (Pillar II) are estimated for:

1. interest rate risk in the banking book,
2. risk of large exposures and selected sectors of the economy,
3. other significant risks.

In total, as of the end of 2013, the value of the internal capital amounted to PLN 210,404 thousand.

5. General principles of the variable pay policy for the persons holding managerial positions

Persons holding managerial positions in the Bank within the meaning of the Resolution No 258/2011 of the Polish Financial Supervision Authority of 4 October 2011 are:

1. Management Board Members,
2. Head of Global Markets & Treasury,
3. Head of Commercial Banking,
4. Chief Operating Officer,
5. Chief Risk Officer,
6. Chief Financial Officer,
7. Head of Legal & Regulatory Department.

Variable pay shall be determined and granted on a discretionary basis for the given evaluation periods and on the basis of the Balanced Scorecards for the respective evaluation periods.

Variable pay for the person holding a managerial position in the Bank shall consist of:

1. cash benefit – constituting 50% of the value of the variable
2. non-cash instrument – constituting 50% of the value of the variable.

The non-cash instrument is an instrument created for the purpose of the implementation of this Policy and shall correspond to the shares in such respect that its value shall change with the change of Indicators calculated for the subsequent financial years.

The Bank has established the following metric measures as the Indicators:

1. Profit Before Tax (PBT),
2. Costs Income Ratio (C:I),
3. Return on Risk Weighted Assets (RoRWA).

The value of the indicators shall be calculated based on audited financial statements for the subsequent financial years.

Apart from the quantitative criteria determining the value of non-cash instrument, the Bank also applies the quality criteria. In particular, the award of variable pay components is conditional and is subject to non-detection of events taking place after the Assessment Period, which are

1. Classified as High Risk in the Internal or Global Audit Reports or Compliance reports or ORIC reports relating to the supervised area,
2. Negatively and significantly affecting the risk profile of the Bank or being recognized as unacceptable as per the Group Values & Behaviours standards.,

or events such as:

3. Taking decision resulting in imposition of administrative and legal sanctions,,
4. Taking decision or action that is inconsistent with the internal procedures of the Bank.

In 2013 total sum of remuneration in the Bank were as below:

Remuneration costs in 2013	PLN'k
Global Markets Division	5 834,00
Commercial banking and Global Banking Division	22 292,00
Risk Division	4 605,00
Finance Division	2 217,00
Support (HTS) Division	5 704,00
Human Resources Division	1 155,00
Legal Division	1 898,00
Management Board	4 322,00
HSBC Bank Polska SA	48 027,00

In 2013 the variable pay earned by persons holding managerial positions in the Bank within the meaning of the Resolution No 258/2011 was equal to 1 826,6k PLN therein:

a. awarded: 60% of the sum,
b. awarded with deferred payment: 31% of the sum,
c. still not awarded: 40% of the sum.

Consolidated quantitative information regarding remuneration of the key person in Bank is presented below:

I Management Board Members, direct reports to MB Members (regardless of the form of employment)

NO	The information scope	Amount	Commentary
1	Number of people	7	
2	Fixed remunaration - paid	7 712	Salaries, honorary, insurance
3	Variable pay in 2013 r. as regards to the Resolution 258/2011 KNF, granted in 2014	1 827	
4	Granted non-deffered part, where		
4.1	Cash benefit	913	
4.2	Non-cash instrument	913	
5	Accrued but not granted part (to be settled within 3 next years)		
5.1	Cash benefit	365	
5.2	Non-cash instrument	913	Amount for the period of 2015-18

II Other key persons

NO	The information scope	Amount	Commentary
1	Number of people	0	

6. Disclosure of the gross operational losses

The table presented below covers the information about gross operational losses in 2013 split into categories:

Type of event	Event category	Loss amount - gross (PLN'k)	Mitigating actions
Execution, Delivery and Process Management	Client accounts' management	1	Internal procedures improvement
	Transaction capture, execution and settlement	44	Internal procedures / processes improvement and internal control enhancement
External Frauds	Fraud and Thief	408	Improvement of control processes in Receivable Finance area; revision and improvement of card frauds' early detection system
Business Disruptions and Systems	Systems	9	System enhancements
TOTAL		**462**	