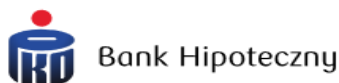


FIRST SUPPLEMENT DATED 13 MARCH 2019 TO THE BASE PROSPECTUS DATED 5 SEPTEMBER 2018



PKO Bank Hipoteczny Spółka Akcyjna

(incorporated as a joint-stock company under the laws of the Republic of Poland)

EUR 4,000,000,000

Programme for the issuance of the Covered Bonds (*hipoteczne listy zastawne*)

This supplement (the “**Supplement**”) constitutes the first supplement to the Base Prospectus dated 5 September 2018 (the “**Base Prospectus**”) and must be read in conjunction with the Base Prospectus prepared by PKO Bank Hipoteczny S.A. (the “**Bank**”) regarding its EUR 4,000,000,000 Programme for the issuance of the Covered Bonds (*hipoteczne listy zastawne*) (the “**Programme**”). All capitalised terms used but not otherwise defined shall have the meanings ascribed to them in the Base Prospectus.

The Bank accepts responsibility for the information contained in this Supplement. To the best of the Bank’s knowledge (having taken reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import. This Supplement has been prepared according to Article 13 of Chapter I of Part II of the Luxembourg Act dated 10 July 2005 on prospectuses for securities, as amended (the “**Prospectus Act**”). This Supplement has been approved by the Commission de Surveillance du Secteur Financier of the Grand Duchy of Luxembourg in its capacity as competent authority under the Prospectus Act for the purposes of the Prospectus Directive.

Information contained in this Supplement updates and/or revises comparable information contained in the Base Prospectus. To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement, and (b) any other statement in or incorporated by reference in the Base Prospectus, the statement in (a) above will prevail.

Except as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

This Supplement will be published in electronic form on the website of the Luxembourg Stock Exchange under www.bourse.lu, will be available free of charge at the specified offices of the Bank and will be published in electronic form on the website of the Bank under www.pkobh.pl. Copies of the documents incorporated by reference will be published on the website of the Luxembourg Stock Exchange under www.bourse.lu.

PURPOSE OF THIS SUPPLEMENT

The purpose of this Supplement is: (a) to incorporate by reference the English translation of the audited financial statements of the Bank in respect of the financial period from 1 January 2018 until 31 December 2018 (the “**2018 Financial Statements**”) and the English translation of the Independent Auditor’s Report prepared in connection with the audited financial statements of the Bank in respect of the financial period from 1 January 2018 until 31 December 2018 (the “**2018 Audit Opinion**”), as well as the Terms and Conditions of the Covered Bonds set out on pages 37 – 51 of the Issuer’s base prospectus dated 28 September 2016 and the Terms and Conditions of the Covered Bonds set out on pages 43 – 57 of the Issuer’s base prospectus dated 6 September 2017; (b) to update the sections of the Base Prospectus entitled “Management board”, “CVs of members of the Management Board”; and (c) to update a “Significant or Material Change” statement in the Base Prospectus.

AMENDMENTS TO THE BASE PROSPECTUS

Documents incorporated by reference

On 4 March 2019, the Bank published the 2018 Financial Statements. The 2018 Financial Statements and the 2018 Audit Opinion have been filed with the Commission de Surveillance du Secteur Financier and, by virtue of this supplement, are incorporated by reference in, and form part of, the Base Prospectus, including the information set out at the following pages of the 2018 Financial Statements in particular:

- (a) income statement – page 3;
- (b) statement of comprehensive income– page 4;
- (c) statement of financial position– page 5;
- (d) statement of changes in equity – page 6;
- (e) statement of cash flow– page 7; and
- (f) notes to the financial statements – pages 9-98.

The information incorporated by reference that is not included in the cross reference list, is considered as additional information and is not required by the relevant schedules of Commission Regulation (EC) No. 809/2004.

Moreover, by virtue of this supplement:

- (a) the Terms and Conditions of the Covered Bonds set out on pages 37 – 51 of the Issuer’s base prospectus dated 28 September 2016; and
- (b) the Terms and Conditions of the Covered Bonds set out on pages 43 – 57 of the Issuer’s base prospectus dated 6 September 2017,

are incorporated by reference in, and form part of, the Base Prospectus. The parts of the Issuer's base prospectuses dated 28 September 2016 and 6 September 2017 that are not incorporated, are either not relevant for the investor or covered in another part of the prospectus.

Management of the Bank

The table on page 77 of the Base Prospectus shall be replaced with the table below:

<u>Name</u>	<u>Year of birth</u>	<u>Position</u>	<u>Commencement of membership in the Management Board</u>	<u>Commencement of current term of office</u>	<u>Date of expiration of current term of office¹</u>
Paulina Strugała	1970	President of the Management Board	16 May 2018	16 May 2018	30 June 2019
Agnieszka Krawczyk	1973	Vice-president of the Management Board	1 January 2018	1 January 2018	30 June 2019
Piotr Kochanek	1980	Vice-president of the Management Board	1 January 2019	1 January 2019	30 June 2019

CVs of members of the Management board

On 26 November 2018, Mr Marek Szcześniak tendered his resignation from the Management Board. Moreover, effective as at 28 February 2018, Mr Jakub Niesłuchowski also tendered his resignation from the Management Board. Further to the above, Mr Piotr Kochanek was appointed Vice President of the Issuer's Management Board on 1 January 2019. Mr Kochanek was also appointed a Member of the Issuer's Management Board supervising risk management

¹ The term of office of the members of the Bank's management board expires on the date of approval of the Bank's financial statement for the year ending 31 December 2018 by the Bank's general meeting. 30 June 2019 is the latest date possible for granting this approval.

relevant in the Issuer's activity effective as at 26 February 2019, i.e. the day of issuing the Polish Financial Supervision Authority's decision concerning the consent for this appointment. Therefore, the CVs of the members of the Management Board placed after the table on page 77 of the Base Prospectus shall be replaced with the following CVs:

Paulina Strugała – President of the Issuer's Management Board

Paulina Strugała is a graduate of the Warsaw School of Economics. She is a holder of the British certified accountant diploma issued by the Association of Chartered Certified Accountants (ACCA). She also holds an Executive MBA title from Ecole Nationale des Ponts et Chaussees in Paris and from University of Bristol. Paulina Strugała is also a member of the Advanced Management Program at IESE Business School at the University of Navarra.

Paulina Strugała began her professional career in 1995 at KPMG's Warsaw office, where until 2006 she has come through the all stages of accounting career to director position, specializing in audit and other services provided to Polish financial institutions, including banks, the insurance companies, investment and asset management funds. In December 2006 she joined PKO/Credit Suisse TFI (currently PKO TFI) as Executive Director responsible for operations. She joined PKO BP in February 2010, where, as Director, she was in charge of the bank's and capital group's internal audit. On 16 April 2018 she was appointed by the Supervisory Board as Vice President of the Issuer's Management Board and as acting President of the Issuer's Management Board until completion of the Polish Financial Supervision Authority's procedure concerning granting consent for her appointment as the President of the Issuer's Management Board. The appointment as President of the Issuer's Management Board became effective on 12 June 2018, i.e. the day of issuing the Polish Financial Supervision Authority's decision concerning the consent for her appointment to the position.

Throughout her career, Paulina Strugała has gained extensive experience in scope of audit of financial statements, consulting in the area of accounting and financial reporting, formulating strategies and solutions, key risks' analysis in banks and other financial institutions activity within the evaluation of internal control and risk management system, as well as she participated in numerous projects focused on the improvement of already existing solutions.

Agnieszka Krawczyk – Vice President of the Issuer's Management Board

Agnieszka Krawczyk is a graduate of the Higher School of Management in Warsaw. Since 1993 she has been involved in the banking industry, including mortgage banking and the real estate market. In her professional career she has worked at all levels, from relationship manager to director. She has extensive experience in sales techniques, customer service processes and structuring product offers. She has gained her professional experience working at BPH, BGŻ, Raiffeisen and Getin Noble. She was also involved in setting up Allianz Bank. Since 2011 she has been associated with PKO BP, first as the Head of the Office, and then as the Director of the Mortgage Banking Products Department, where she was responsible, among others, for creating an offer for private individuals in the field of real estate financing and mortgage-secured loans, increasing the effectiveness of created products, defining the service process and assessment of operational risk. She was involved in establishing the Bank.

She is the Deputy Chairman of the Presidium of the Committee for Real Estate Financing at the Association of Polish Banks and represents the lenders in the Borrowers' Support Fund Council."

Piotr Kochanek – Vice President of the Issuer's Management Board

Piotr Kochanek is a graduate of the Mathematics Faculty at the Silesian University of Technology. He gained his professional experience working in BPH Bank, DnB Nord Polska, Allianz Bank Polska and Nordea Bank Polska. He joined the Issuer in 2014 as Office Manager and was responsible, inter alia, for creating a complex risk management system and Issuer's capital adequacy, development of management information system in the risk area and the project of transferring receivables from PKO BP to the Issuer. Mr Piotr Kochanek was appointed Vice President of the Issuer's Management Board on 1 January 2019. Mr Kochanek was also appointed a Member of the Issuer's Management Board supervising risk management relevant in the Issuer's activity effective as at 26 February 2019, i.e. the day of issuing the Polish Financial Supervision Authority's decision concerning the consent for this appointment.

No Significant or Material Change

The paragraph “Significant or Material Change” on page 109 of the Base Prospectus shall be deemed to be replaced with the following paragraph:

“There has been no significant change in the financial position of the Bank since 31 December 2018 and there has been no material adverse change in the financial position or prospects of the Bank since 31 December 2018.”