

This is a translation from the original Appendix 10 dated 30.03.2012 and should not be read in substitution of the original Appendix 10. This translation of the original Appendix 10 dated 30.03.2012 does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Offer or to subscribe or purchase of any of the Mortgage and Public Sector Covered Bonds.

Appendix 10
approved by the Polish Financial Supervision Authority on March 30th 2012,
to the Base Prospectus of BRE Bank Hipoteczny S.A.,
approved by the Polish Financial Supervision Authority on October 28th 2009

This Appendix 10 has been drawn up to update the Issue Prospectus by supplementing it with historical financial information for 2011 and with information on trends prevailing from the end of 2011 to February 29th 2012, in connection with the publication, on March 26th 2012, of the financial statements of BRE Bank Hipoteczny S.A. for 2011.

Chapter II

Section 1.

The following text is added at the beginning:

The financial information for 2011 and 2010 is based on audited and IFRS-compliant financial statements prepared for the financial year ended December 31st 2011, containing comparative data for the financial year ended December 31st 2010. The financial information has been supplemented with selected unaudited operating and financial data sourced from the Issuer's management accounts.

Sub-Section 1.1

The following text is added at the beginning:

Compared with the end of 2010, the 2011 volume of the loan portfolio (including off-balance-sheet items) increased by PLN 490,778 thousand, and the total on-balance-sheet and off-balance-sheet exposure reached PLN 4,919,405 thousand as at the end of 2011 (commercial loans, housing loans, loans to local government institutions, and loans to public healthcare centres (ZOZ) guaranteed by local government institutions), and the value of loans advanced in 2011 alone stood at PLN 1,178,248 thousand (Table 3c).

As at the end of 2011, loans for the financing of commercial real estate accounted for 84.5% of the Bank's entire loan portfolio. In terms of currency, PLN-denominated loans had a dominant share in the total portfolio, followed by EUR-denominated loans. As at the end of 2011, foreign currency loans accounted for 45.0% of the aggregate loan portfolio (Table 2c).

The following new table is added under Table 1b:

Table 1c The Bank's total loan portfolio by product group (PLN '000)*

Product	Dec 31 2011	Dec 31 2010	Change
<i>On-balance-sheet exposure</i>	3,549,339	3,075,446	15.41%
<i>Off-balance-sheet exposure</i>	605,799	487,454	24.28%
Commercial loans	4,155,138	3,562,900	16.62%
<i>On-balance-sheet exposure</i>	50,402	53,250	-5.35%
<i>Off-balance-sheet exposure</i>	2,777	101	2,649.70%
Housing loans	53,180	53,351	-0.32%
<i>On-balance-sheet exposure</i>	550,572	640,435	-14.03%
<i>Off-balance-sheet exposure</i>	160,516	171,941	-6.64%
Loans to local government institutions	711,088	812,376	-12.47%
Total	4,150,313	3,769,131	10.11%

This is a translation from the original Appendix 10 dated 30.03.2012 and should not be read in substitution of the original Appendix 10. This translation of the original Appendix 10 dated 30.03.2012 does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Offer or to subscribe or purchase of any of the Mortgage and Public Sector Covered Bonds.

<i>Off-balance-sheet exposure</i>	769,092	659,496	16.62%
<i>Total exposure</i>	4,919,405	4,428,627	11.08%

Source: the Issuer.

* Unaudited operating and financial data sourced from the Issuer's management accounts. The above data concerns the portfolio value including loan interest, net of impairment losses.

The following new table is added under Table 2b:

Table 2c Total loan portfolio by currency and main product groups*

Product	Dec 31 2011			Dec 31 2010		
	PLN	EUR	USD	PLN	EUR	USD
Commercial loans	47.5%	49.5%	2.9%	50.8%	46.0%	3.2%
Housing loans	36.3%	49.7%	14.0%	39.8%	47.5%	12.7%
Loans to local government institutions	100.0%	0.0%	0.0%	100.0%	0.0%	0.0%
Total loan portfolio (on-balance-sheet and off-balance-sheet exposure)	55.0%	42.4%	2.6%	59.6%	37.6%	2.7%

Source: the Issuer.

* Unaudited operating and financial data sourced from the Issuer's management accounts.

A new table is added under Table 3b:

Table 3c Sales of loans – value and number of executed loan agreements, by product groups (PLN '000)*

Product	Jan 1 – Dec 31 2011		Jan 1 – Dec 31 2010	
	value**	number	value	number
Commercial loans	1,110,348	59	705,622	58
Including loans for:				
- construction projects	249,274	7	121,143	5
- refinancing of real estate	406,938	31	274,334	33
- land purchase	0	0	11,760	1
- loans to residential developers	454,136	21	298,384	19
Housing loans	0	0	0	0
Loans to local government institutions	67,900	9	0	0
Local government institutions	67,900	9	0	0
Public healthcare centres (loans guaranteed by local government institutions)	0	0	0	0
Total	1,178,248	68	705,622	58

Source: the Issuer.

* Unaudited operating and financial data sourced from the Issuer's management accounts.

**The value of sales from January 1st to December 31st 2011 accounts for annexes to loan agreements under which the principal amounts of previous years' loans were increased by PLN 31,529 thousand.

This is a translation from the original Appendix 10 dated 30.03.2012 and should not be read in substitution of the original Appendix 10. This translation of the original Appendix 10 dated 30.03.2012 does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Offer or to subscribe or purchase of any of the Mortgage and Public Sector Covered Bonds.

Sub-Section: Loans for the Purchase or Refinancing of Existing Real Estate (Including the Purchase of Shares in Special Purpose Vehicles Owning Real Estate)

The following text is added after the existing wording:

The commercial loan portfolio as at the end of 2011 totalled PLN 4,155,138 thousand (on-balance-sheet and off-balance-sheet exposure), compared with PLN 3,562,900 thousand as at the end of 2010. The change in the loan portfolio in 2011 was driven chiefly by an increase in sales of loans for the refinancing of real estate and loans to residential and commercial developers, as well as repayment of loans advanced in previous years.

The loan portfolio comprises primarily agreements with large institutional clients (including in the first place loans for the refinancing of commercial real estate and loans to residential developers). The average loan repayment period was 13.2 years. Loans bearing interest at variable rates prevailed in the portfolio. Foreign currency loans had the largest share in the total commercial loan portfolio – 52.5% as at the end of 2011.

Sub-Section 1.1.2: Loans to Local Government Institutions

The following text is added at the beginning:

As at the end of 2011, the total on-balance-sheet and off-balance-sheet exposure to the public sector reached PLN 711,088 thousand and represented 14.5% of the total credit exposure. Loans with an average repayment term of 15.0 years account for the majority of the portfolio of loans to local government institutions.

Sub-Section 1.1.3: Housing Loans to Retail Customers

The following text is added after the second paragraph:

The carrying value of the housing loan portfolio fell to PLN 50.4m at the end of 2011. In mid-2004, the Bank ceased to provide financing to retail customers, and its retail banking business is limited to the servicing of loans advanced in 2000–2004.

2. Financial Information

The following text is added at the beginning:

The financial information for 2011 and 2010 is based on audited IFRS-compliant financial statements prepared for the financial year ended December 31st 2011, containing comparative data for the financial year ended December 31st 2010. The financial information has been supplemented with selected unaudited operating and financial data sourced from the Issuer's management accounts.

The following new table is added under Table 9b:

Table 9c Selected financial data of the Issuer (PLN '000)

	Dec 31 2011	Dec 31 2010
ASSETS		
Cash and balances with Central Bank	6,218	13,319
Amounts due from other financial institutions	484	377
Derivative financial instruments	7,033	5,013
Loans granted to non-financial sector	4,150,313	3,769,131
Investment securities	305,557	287,823
Pledged assets	1,191	2,079
Investments in subsidiaries	65	65
Intangible assets	2,048	1,995
Property, plant and equipment	9,083	9,027

This is a translation from the original Appendix 10 dated 30.03.2012 and should not be read in substitution of the original Appendix 10. This translation of the original Appendix 10 dated 30.03.2012 does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Offer or to subscribe or purchase of any of the Mortgage and Public Sector Covered Bonds.

Deferred tax assets	8,124	8,050
Other assets	20,456	4,052
Total assets	4,510,572	4,100,931

Source: financial statements of the Issuer.

The following new table is added under Table 10b:

Table 10c Selected financial data of the Issuer (PLN '000)

	Dec 31 2011	Dec 31 2010
EQUITY AND LIABILITIES		
Amounts due to other financial institutions	1,341,341	1,324,356
Derivative financial instruments	9,640	1,601
Amounts due to non-financial sector	178,230	242,665
Liabilities under debt securities in issue	2,488,440	2,060,385
Subordinated liabilities	100,300	100,251
Other liabilities	3,432	3,307
Current income tax liability	3	0
Total liabilities	4,121,386	3,732,565
Equity		
Equity	389,186	368,366
Share capital:	175,000	175,000
Retained earnings	214,028	193,404
- Profit/(loss) brought forward	193,150	162,550
- Current year profit/(loss)	20,878	30,854
Other items of the equity	158	-38
Total equity	389,186	368,366
Total equity and liabilities	4,510,572	4,100,931

Source: financial statements of the Issuer.

The following text is added under Table 10c:

As at the end of 2011, the Bank's balance-sheet total stood at PLN 4,510,572 thousand and was PLN 409,641 thousand higher than as at the end of the previous year. The key item of assets was loans granted to non-financial sector, which accounted for 92.0% of total assets.

As at the end of 2011, the Bank's loan portfolio totalled PLN 4,919,405 thousand, 11.1% above the level reported at the end of 2010. As at the end of 2011, 84.5% of loans granted to non-financial sector (gross) were loans to corporate clients, and 15.5% - loans to retail clients and the budget sector.

The main item of the Bank's equity and liabilities is liabilities under debt securities in issue, which as at December 31st 2011 accounted for 55.2% of the balance-sheet total. The debt securities in issue comprise covered bonds and bonds. Equity and liabilities also included amounts due to other financial institutions, which accounted for 29.7% of the balance-sheet total.

The following new table is added under Table 11b:

Table 11c Off-balance-sheet items (PLN '000)

Contingent liabilities and commitments	Dec 31 2011	Dec 31 2010
Financial commitments and liabilities	781,071	661,494

This is a translation from the original Appendix 10 dated 30.03.2012 and should not be read in substitution of the original Appendix 10. This translation of the original Appendix 10 dated 30.03.2012 does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Offer or to subscribe or purchase of any of the Mortgage and Public Sector Covered Bonds.

Interest rate derivatives	290,918	208,316
Foreign currency derivatives	1,514,230	711,487
Financial commitments received	220,585	218,307
Total off-balance sheet items	2,806,804	1,799,604

Source: the Issuer.

* Unaudited operating and financial data sourced from the Issuer's management accounts.

The following new table is added under Table 12b:

Table 12c Selected items of the income statement (PLN '000)

	2011	2010
Interest income	230,650	218,003
Interest expense	-164,052	-146,931
Net interest income	66,598	71,072
Fee and commission income	1,517	1,405
Fee and commission expense	-1,485	-1,121
Net fee and commission income	32	284
Trading profit, including:	15,909	6,329
<i>Foreign exchange gains/(losses)</i>	<i>4,135</i>	<i>2,830</i>
<i>Profit/(loss) on other trading activities</i>	<i>11,774</i>	<i>3,499</i>
Other operating income	3,233	1,009
Net impairment losses on loans	-14,436	-5,067
General and administrative expenses	-36,718	-32,086
Amortisation and depreciation	-3,652	-3,286
Other operating expenses	-3,377	-457
Operating profit	27,589	37,798
Pre-tax profit	27,589	37,798
Corporate income tax	-6,711	-6,944
Net profit	20,878	30,854

Source: financial statements of the Issuer.

The following text is added under Table 12c:

Interest income was the main source of the Bank's revenue. Similarly, expenses were dominated by interest expense. These items and, to a smaller extent, the trading profit, net impairment losses on loans and advances and general and administrative expenses, had a decisive effect on the operating profit, which amounted to PLN 27,589 thousand in 2011 and was PLN 10,209 thousand lower than the operating profit generated in 2010.

The deteriorated operating performance in 2011 was chiefly an outcome of higher net impairment losses on loans (up by PLN 9,369 thousand), higher general and administrative expenses (up by PLN 4,632 thousand) and lower net interest income (down by PLN 4,474 thousand). At the same time, however, the Bank recorded a marked rise in trading profit (up by PLN 9,580 thousand).

This is a translation from the original Appendix 10 dated 30.03.2012 and should not be read in substitution of the original Appendix 10. This translation of the original Appendix 10 dated 30.03.2012 does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Offer or to subscribe or purchase of any of the Mortgage and Public Sector Covered Bonds.

Chapter III

Section 1.1: Credit Risk

After the second paragraph, a new paragraph is added to read as follows:

As at December 31st 2011, the Issuer's loan portfolio was of a high quality, evidenced by a low share (3.68%) of impaired loans in the total gross credit exposure. In 2011, a slight deterioration was recorded in the Bank's loan portfolio quality (measured as the share of impaired loans in total gross value of loans advanced).

A new table is added under Table 13b:

Table 13c Quality of the Bank's loan portfolio

Loans granted to non-financial sector	Dec 31 2011		Dec 31 2010	
	Exposure (PLN '000)	share/coverage (%)	Exposure (PLN '000)	share/coverage (%)
Not past due, not impaired	3,727,960	89.13%	3,377,213	89.11%
Past due, not impaired	300,662	7.19%	297,193	7.84%
Impaired	154,082	3.68%	115,670	3.05%
Total gross	4,182,704	100.00%	3,790,076	100.0%
Impairment charge (on impaired loans and not impaired loans)	-32,391	0.77%	-20,945	0.55%
Total net	4,150,313	99.23%	3,769,131	99.45%

Source: financial statements of the Issuer.

Sub-Section: High Share of Commercial Loans in the Loan Portfolio

The following text is added after the existing wording:

As at December 31st 2011, the share of commercial loans in the Issuer's total loan portfolio (on-balance-sheet and off-balance-sheet credit exposure) stood at a high level of 84.5%.

As at December 31st 2011, none of the limits imposed under the Covered Bond and Mortgage Banks Act of August 29th 1997 (including the limit on the share of loans exceeding 60% of the mortgage lending value of real estate in the total loan portfolio, the limit on the loan amount refinanced with proceeds from covered bonds set at 60% of the mortgage lending value of real estate, and the limit on the share of loans secured by real estate under construction) or the Banking Law of August 29th 1997 (the limit on exposure concentration of a single entity or a group of entities with equity or organisational links) were exceeded.

Chapter V

Section 6

A new, second paragraph is added:

PricewaterhouseCoopers Sp. z o.o. audited the Issuer's financial statements for the year ended December 31st 2011 and issued an opinion on those financial statements.

This is a translation from the original Appendix 10 dated 30.03.2012 and should not be read in substitution of the original Appendix 10. This translation of the original Appendix 10 dated 30.03.2012 does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Offer or to subscribe or purchase of any of the Mortgage and Public Sector Covered Bonds.

Chapter VIII

Section 1.3

The following text is added at the beginning:

The financial information for 2011 and 2010 is based on audited and IFRS-compliant financial statements prepared for the financial year ended December 31st 2011, containing comparative data for the financial year ended December 31st 2010. The financial information has been supplemented with selected unaudited operating and financial data sourced from the Issuer's management accounts.

The following new table is added under Table 16b:

Table 16c Selected financial data of the Issuer (PLN '000)

	Dec 31 2011	Dec 31 2010
ASSETS		
Cash and balances with Central Bank	6,218	13,319
Amounts due from other financial institutions	484	377
Derivative financial instruments	7,033	5,013
Loans granted to non-financial sector	4,150,313	3,769,131
Investment securities	305,557	287,823
Pledged assets	1,191	2,079
Investments in subsidiaries	65	65
Intangible assets	2,048	1,995
Property, plant and equipment	9,083	9,027
Deferred tax assets	8,124	8,050
Other assets	20,456	4,052
Total assets	4,510,572	4,100,931

Source: financial statements of the Issuer.

The following new table is added under Table 17b:

Table 17c Selected financial data of the Issuer (PLN '000)

	Dec 31 2011	Dec 31 2010
EQUITY AND LIABILITIES		
Amounts due to other financial institutions	1,341,341	1,324,356
Derivative financial instruments	9,640	1,601
Amounts due to non-financial sector	178,230	242,665
Liabilities under debt securities in issue	2,488,440	2,060,385
Subordinated liabilities	100,300	100,251
Other liabilities	3,432	3,307
Current income tax liability	3	0
Total liabilities	4,121,386	3,732,565
Equity		
Equity	389,186	368,366
Share capital:	175,000	175,000
Retained earnings	214,028	193,404

This is a translation from the original Appendix 10 dated 30.03.2012 and should not be read in substitution of the original Appendix 10. This translation of the original Appendix 10 dated 30.03.2012 does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Offer or to subscribe or purchase of any of the Mortgage and Public Sector Covered Bonds.

- Profit/(loss) brought forward	193,150	162,550
- Current year profit/(loss)	20,878	30,854
Other items of the equity	158	-38
Total equity	389,186	368,366
Total equity and liabilities	4,510,572	4,100,931

Source: financial statements of the Issuer.

The following text is added under Table 17c:

As at the end of 2011, the Bank's balance-sheet total stood at PLN 4,510,572 thousand and was PLN 409,641 thousand higher than as at the end of the previous year. The key item of assets was loans granted to non-financial sector, which accounted for 92.0% of total assets.

As at the end of 2011, the Bank's loan portfolio totalled PLN 4,919,405 thousand, 11.1% above the level reported at the end of 2010. As at the end of 2011, 84.5% of loans granted to non-financial sector (gross) were loans to corporate clients, and 15.5% - loans to retail clients and the budget sector.

The main item of the Bank's equity and liabilities is liabilities under debt securities in issue, which as at December 31st 2011 accounted for 55.2% of the balance-sheet total. The debt securities in issue comprise covered bonds and bonds. Equity and liabilities also included amounts due to other financial institutions, which accounted for 29.7% of the balance-sheet total.

The following new table is added under Table 18b:

Table 18c Off-balance-sheet items* (PLN '000)

Contingent liabilities and commitments	Dec 31 2011	Dec 31 2010
Financial commitments and liabilities	781,071	661,494
Interest rate derivatives	290,918	208,316
Foreign currency derivatives	1,514,230	711,487
Financial commitments received	220,585	218,307
Total off-balance sheet items	2,806,804	1,799,604

Source: the Issuer.

* Unaudited operating and financial data sourced from the Issuer's management accounts.

The following new table is added under Table 19b:

Table 19c Selected items of the income statement (PLN '000)

	2011	2010
Interest income	230,650	218,003
Interest expense	-164,052	-146,931
Net interest income	66,598	71,072
Fee and commission income	1,517	1,405
Fee and commission expense	-1,485	-1,121
Net fee and commission income	32	284
Trading profit, including:	15,909	6,329
Foreign exchange gains/(losses)	4,135	2,830

This is a translation from the original Appendix 10 dated 30.03.2012 and should not be read in substitution of the original Appendix 10. This translation of the original Appendix 10 dated 30.03.2012 does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Offer or to subscribe or purchase of any of the Mortgage and Public Sector Covered Bonds.

<i>Profit/(loss) on other trading activities</i>	11,774	3,499
Other operating income	3,233	1,009
Net impairment losses on loans	-14,436	-5,067
General and administrative expenses	-36,718	-32,086
Amortisation and depreciation	-3,652	-3,286
Other operating expenses	-3,377	-457
Operating profit	27,589	37,798
Pre-tax profit	27,589	37,798
Corporate income tax	-6,711	-6,944
Net profit	20,878	30,854

Source: financial statements of the Issuer.

The following text is added under Table 19c:

Interest income was the main source of the Bank's revenue. Similarly, expenses were dominated by interest expense. These items and, to a smaller extent, the trading profit, net impairment losses on loans and advances and general and administrative expenses, had a decisive effect on the operating profit, which amounted to PLN 27,589 thousand in 2011 and was PLN 10,209 thousand lower than the operating profit generated in 2010.

The deteriorated operating performance in 2011 was chiefly an outcome of higher net impairment losses on loans (up by PLN 9,369 thousand), higher general and administrative expenses (up by PLN 4,632 thousand) and lower net interest income (down by PLN 4,474 thousand). At the same time, however, the Bank recorded a marked rise in trading profit (up by PLN 9,580 thousand).

The following new table is added under Table 20a:

Table 20b Key financial ratios (4)

	Dec 31 2011 / 2011	Dec 31 2010 / 2010
Profitability ratios		
Return on equity (net profit/(loss) for the reporting period / average net assets) (1)	6%	9%
Net return on equity (net profit/(loss) for the reporting period / average net assets net of the net profit/(loss) for the period)	6%	9%
Return on assets (pre-tax profit/(loss) for the reporting period / average assets) (1)	1%	1%
Gross margin (pre-tax profit/(loss) for the reporting period / total revenue)	11%	17%
Cost / income ratio (general and administrative expenses / result on banking activity)(2)	47%	43%
Debt ratios		
Equity to equity and liabilities (average equity / total average equity and liabilities) (1)	9%	8%
Loans to assets (average amounts due from other financial institutions and non-financial sector, gross / total average assets) (1)	93%	92%
Impaired loans to total loans	3.7%	3.1%
Assets employed to total assets (3)	99%	99%
Capital market ratios		
Earnings per 1 ordinary share (PLN)	11.93	17.63
Book value per 1 share (PLN)	222.39	210.49
Other ratios		
Equity in accordance with Resolution 325/2011 of the Banking Supervision Commission (PLN '000)	466,258	435,506

This is a translation from the original Appendix 10 dated 30.03.2012 and should not be read in substitution of the original Appendix 10. This translation of the original Appendix 10 dated 30.03.2012 does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Offer or to subscribe or purchase of any of the Mortgage and Public Sector Covered Bonds.

Total regulatory requirement including the requirement concerning excessive exposure risk (total regulatory capital requirement in accordance with Resolution 76/2010 of the Financial Supervision Authority) (PLN '000)	313,417	272,324
Capital adequacy ratio in accordance with Resolution 76/2010 of the Financial Supervision Authority	11.90%	12.79%

Source: the Issuer.

- (1) *The average values of balance-sheet items were calculated based on the values of individual items as at the beginning and the end of the reporting period.*
- (2) *Result on banking activity is understood as pre-tax profit net of general and administrative expenses, (net) impairment losses on loans, and other operating income and expenses.*
- (3) *Assets employed before elimination of interest receivable.*
- (4) *The values of the individual ratios may differ from the values shown in the financial statements due to a different method of calculation.*
- (5) *Calculated based on non-discounted cash flows.*

The following text is added under Table 20b:

In 2011, due to a decrease of PLN 9,976 thousand in net profit relative to 2010, the Bank recorded lower profitability ratios, calculated as the ratio of net profit to a given financial figure. In 2011, net return on equity (net profit/average net assets net of the net profit/(loss) for the period) calculated on a one-year basis amounted to 6% (versus 9% in 2010).

As at the end of 2011, book value per share grew to PLN 222.39, versus PLN 210.49 as at the end of 2010. In the same period, earnings per share fell to PLN 11.93, from PLN 17.63.

As at the end of 2011, the capital adequacy ratio stood at 11.90% (versus 12.79% as at the end of 2010) and remained at a safe level. According to the banking law, the minimum level of the capital adequacy ratio should be 8%.

Following a slight deterioration of the conditions prevailing in the industries related to construction and property administration in 2011, and given that the customers from those sectors represent over 80% of the Issuer's overall loan portfolio, the quality of the portfolio also deteriorated. As at December 31st 2011, the share of impaired loans in the total on-balance-sheet credit exposure stood at 3.68%, compared with 3.05% as at December 31st 2010.

In 2011, the cost/income ratio (general and administrative expenses / result on banking activity) rose to 47%, from 43% in 2010.

As at the end of 2011, the share of assets employed in total assets was 99% and was similar to the level reported as at the end of the previous period.

The Bank's liquidity ratios remained low. This followed from the nature of the business conducted by mortgage banks, which, unlike universal banks, are more dependent on long-term financing.

Section 1.4. Lending Activities

The following text is added at the beginning:

Compared with the end of 2010, the 2011 volume of the loan portfolio (including off-balance-sheet items) increased by PLN 490,778 thousand, and the total on-balance-sheet and off-balance-sheet exposure reached PLN 4,919,405 thousand as at the end of 2011 (commercial loans, housing loans, loans to local government institutions, and loans to public healthcare centres (ZOZ) guaranteed by local government institutions), and the value of loans advanced in 2011 alone stood at PLN 1,178,248 thousand (Table 23c).

As at the end of 2011, loans for the financing of commercial real estate accounted for 84.5% of the Bank's entire loan portfolio. In terms of currency, PLN-denominated loans had a dominant share in the total portfolio, followed by EUR-denominated loans. As at the end of 2011, foreign currency loans accounted for 45.0% of the aggregate loan portfolio (Table 22c).

This is a translation from the original Appendix 10 dated 30.03.2012 and should not be read in substitution of the original Appendix 10. This translation of the original Appendix 10 dated 30.03.2012 does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Offer or to subscribe or purchase of any of the Mortgage and Public Sector Covered Bonds.

The following new table is added under Table 21b:

Table 21c The Bank's total loan portfolio by product group (PLN '000)*

Product		Dec 31 2011	Dec 31 2010	Change
	<i>On-balance-sheet exposure</i>	3,549,339	3,075,446	15.41%
	<i>Off-balance-sheet exposure</i>	605,799	487,454	24.28%
Commercial loans	Total exposure	4,155,138	3,562,900	16.62%
	<i>On-balance-sheet exposure</i>	50,402	53,250	-5.35%
	<i>Off-balance-sheet exposure</i>	2,777	101	2649.70%
Housing loans	Total exposure	53,180	53,351	-0.32%
	<i>On-balance-sheet exposure</i>	550,572	640,435	-14.03%
	<i>Off-balance-sheet exposure</i>	160,516	171,941	-6.64%
Loans to local government institutions	Total exposure	711,088	812,376	-12.47%
	<i>On-balance-sheet exposure</i>	4,150,313	3,769,131	10.11%
	<i>Off-balance-sheet exposure</i>	769,092	659,496	16.62%
Total	Total exposure	4,919,405	4,428,627	11.08%

Source: the Issuer.

* Unaudited operating and financial data sourced from the Issuer's management accounts. The above data concerns the portfolio value including loan interest, net of impairment losses.

The following new table is added under Table 22b:

Table 22c Total loan portfolio by currency and main product groups*

Product	Dec 31 2011			Dec 31 2010		
	PLN	EUR	USD	PLN	EUR	USD
Commercial loans	47.5%	49.5%	2.9%	50.8%	46.0%	3.2%
Housing loans	36.3%	49.7%	14.0%	39.8%	47.5%	12.7%
Loans to local government institutions	100.0%	0.0%	0.0%	100.0%	0.0%	0.0%
Total loan portfolio (on-balance-sheet and off-balance-sheet exposure)	55.0%	42.4%	2.6%	59.6%	37.6%	2.7%

Source: the Issuer.

* Unaudited operating and financial data sourced from the Issuer's management accounts.

This is a translation from the original Appendix 10 dated 30.03.2012 and should not be read in substitution of the original Appendix 10. This translation of the original Appendix 10 dated 30.03.2012 does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Offer or to subscribe or purchase of any of the Mortgage and Public Sector Covered Bonds.

A new table is added under Table 23b:

Table 23c Sales of loans – value and number of executed loan agreements, by product groups (PLN ‘000)*

Product	Jan 1 – Dec 31 2011		Jan 1 – Dec 31 2010	
	value**	number	value	number
Commercial loans	1,110,348	59	705,622	58
Including loans for:				
- construction projects	249,274	7	121,143	5
- refinancing of real estate	406,938	31	274,334	33
- land purchase	0	0	11,760	1
- loans to residential developers	454,136	21	298,384	19
Housing loans	0	0	0	0
Loans to local government institutions	67,900	9	0	0
Local government institutions	67,900	9	0	0
Public healthcare centres (loans guaranteed by local government institutions)	0	0	0	0
Total	1,178,248	68	705,622	58

Source: the Issuer.

* Unaudited operating and financial data sourced from the Issuer's management accounts.

**The value of sales from January 1st to December 31st 2011 accounts for annexes to loan agreements under which the principal amounts of previous years' loans were increased by PLN 31,529 thousand.

Section 1.4.1

Sub-Section: Loans for the Purchase or Refinancing of Existing Real Estate (Including the Purchase of Shares in Special Purpose Vehicles Owning Real Estate)

The following text is added above Chart 6-1b Loans (principal) by industry as at December 31st 2011:

The commercial loan portfolio as at the end of 2011 totalled PLN 4,155,138 thousand (on-balance-sheet and off-balance-sheet exposure), compared with PLN 3,562,900 thousand as at the end of 2010. The change in the loan portfolio in 2011 was driven chiefly by an increase in sales of loans for the refinancing of real estate and loans to residential and commercial developers, as well as repayment of loans advanced in previous years.

The loan portfolio comprises primarily agreements with large institutional clients (including in the first place loans for the refinancing of commercial real estate and loans to residential developers). The average loan repayment period was 13.2 years. Loans bearing interest at variable rates prevailed in the portfolio. Foreign currency loans had the largest share in the total commercial loan portfolio – 52.5% as at the end of 2011.

The Bank financed chiefly developers investing in office and service buildings and retail space. Loans to residential developers and developers investing in warehouse and commercial space accounted for a significant portion of the commercial loan portfolio. The share of loans financing purchase of land and construction of hotels and entertainment and recreation facilities was insignificant due to the higher credit risk connected with such financing.

A geographical diversification was clearly visible in the structure of lending activity. Most of the projects financed by the Bank were located in the Provinces of Warsaw, Wrocław, Gdańsk and Kraków; commercial loans advanced in these provinces accounted for 75.5% of the Bank's total on-balance-sheet exposure.

This is a translation from the original Appendix 10 dated 30.03.2012 and should not be read in substitution of the original Appendix 10. This translation of the original Appendix 10 dated 30.03.2012 does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Offer or to subscribe or purchase of any of the Mortgage and Public Sector Covered Bonds.

In line with the concentration limits, as at December 31st 2011 the financing of any single entity or a group of entities with equity or organisational links did not exceed 25% of the Bank's equity, i.e. PLN 116,565 thousand.

Sub-Section 1.4.2 Loans to Local Government Institutions

The following text is added at the beginning:

As at the end of 2011, the total on-balance-sheet and off-balance-sheet exposure to the public sector reached PLN 711,088 thousand and represented 14.5% of the total credit exposure. Loans with an average repayment term of 15.0 years account for the majority of the portfolio of loans to local government institutions.

Sub-Section 1.4.3 Housing Loans to Retail Customers

The following text is added after the second paragraph:

The carrying value of the housing loan portfolio contracted to PLN 50.4m at the end of 2011. In mid-2004, the Bank ceased to provide financing to retail customers, and its retail banking business is limited to the servicing of loans advanced in 2000–2004.

Section 1.6 Issues of Covered Bonds

The following text is added above Table 25:

BRE Bank Hipoteczny S.A. carried out a total of 36 issues of covered bonds, including 11 private placements and 25 public offerings, maintaining the leading position on the Polish covered bonds market as at the end of 2011. The total value of covered bonds issued by BRE Bank Hipoteczny and outstanding as at the end of 2011 was in excess of PLN 2bn. The Bank offers chiefly covered bonds with four- and five-year maturities.

To the Issuer's knowledge, BRE Bank Hipoteczny S.A. has been the largest issuer of covered bonds since they were first introduced into the Polish capital market in 2000, with a market share of approximately 72% as at the end of 2011. In 2011, the Bank issued five series of mortgage covered bonds totalling PLN 800m.

As at December 31st 2011, covered bonds issued by BRE Bank Hipoteczny S.A. had investment grade ratings from:

- Moody's Investors Service Ltd – Baa2 for mortgage covered bonds and A3 for public sector covered bonds,
- international rating agency Fitch Ratings Ltd – A for mortgage and public sector covered bonds.

On January 19th 2012, Moody's Investors Service Ltd put the mortgage and public sector covered bonds on a negative watch.

The following new table is added under Table 29b:

Table 29c Portfolio of receivables securing mortgage covered bonds, by currency and amounts as at December 31st 2011*

Value range (PLN '000)	Value of loans advanced (PLN '000)	Value of loans advanced in EUR (PLN '000)	Value of loans advanced in USD (PLN '000)	Total
<= 250	9,369	12,763	2,604	24,736
250 - 500	6,175	8,813	1,837	16,826
500 - 1,000	9,232	12,220	2,409	23,861
1,000 - 5,000	141,224	126,245	14,380	281,848
>5,000	719,944	1,306,812	97,221	2,123,977
Total	885,944	1,466,853	118,452	2,471,248
% of total portfolio	35.85%	59.36%	4.79%	

Source: The Issuer.

** Unaudited operating and financial data sourced from the Issuer's management accounts.*

This is a translation from the original Appendix 10 dated 30.03.2012 and should not be read in substitution of the original Appendix 10. This translation of the original Appendix 10 dated 30.03.2012 does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Offer or to subscribe or purchase of any of the Mortgage and Public Sector Covered Bonds.

A new table is added under Table 30b:

Table 30c Portfolio of receivables securing mortgage covered bonds, by type of borrower as at December 31st 2011*

Borrower	Value (PLN '000)	Share in portfolio
Legal persons/sole traders	2,433,182	98.5%
Natural persons	38,065	1.5%
Total	2,471,248	100.0%

Source: the Issuer.

* Unaudited operating and financial data sourced from the Issuer's management accounts.

The following new table is added under Table 31b:

Table 31c Portfolio of receivables securing mortgage covered bonds, by type of financed project as at December 31st 2011*

Financed project	Value (PLN '000)	Share in portfolio
Commercial real estate	157,583	6.4%
Residential real estate	2,313,665	93.6%
Total	2,471,248	100.0%

Source: the Issuer.

* Unaudited operating and financial data sourced from the Issuer's management accounts.

A new table is added under Table 32b:

Table 32c Portfolio of receivables securing mortgage covered bonds, by type of interest rate as at December 31st 2011*

Interest rate	Value (PLN '000)	Share in portfolio
Variable interest rate	2,456,455	99.4%
Fixed interest rate	14,792	0.6%
Total	2,471,248	100.0%

Source: the Issuer.

* Unaudited operating and financial data sourced from the Issuer's management accounts.

The following new table is added under Table 33b:

Table 33c Portfolio of receivables securing mortgage covered bonds, by maturity as at December 31st 2011*

Loan terms	Value (PLN '000)	Share in portfolio
<2 years	130,277	5.2%
2 - 3 years	24,620	1.0%
3 - 4 years	32,050	1.3%
4 - 5 years	29,042	1.2%
5 - 10 years	256,308	10.4%

This is a translation from the original Appendix 10 dated 30.03.2012 and should not be read in substitution of the original Appendix 10. This translation of the original Appendix 10 dated 30.03.2012 does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Offer or to subscribe or purchase of any of the Mortgage and Public Sector Covered Bonds.

> 10 years	1,998,950	80.9%
Total	2,471,248	100.0%

Source: the Issuer.

* Unaudited operating and financial data sourced from the Issuer's management accounts.

A new table is added under Table 35b:

Table 35c Portfolio of receivables securing mortgage covered bonds by progress of investment project as at December 31st 2011*

	Value (PLN '000)	Share in portfolio
Construction projects in progress	129,579	5.2%
Completed real estate projects	2,341,669	94.8%
Total	2,471,248	100.0%

Source: the Issuer.

* Unaudited operating and financial data sourced from the Issuer's management accounts.

The following new table is added under Table 36b:

Table 36c Value range of receivables securing public sector covered bonds as at December 31st 2011*

Value range (PLN '000)	Value of loans advanced (PLN '000)	% of total portfolio	No. of agreements
<= 2,500	55,321	10.1%	43
2,500 - 5,000	85,206	15.5%	24
5,000 - 10,000	123,354	22.5%	19
10,000 - 20,000	156,181	28.4%	11
> 20,000	129,271	23.5%	3
Total	549,334	100.0%	100

Source: the Issuer.

* Unaudited operating and financial data sourced from the Issuer's management accounts.

The following new table is added under Table 37b:

Table 37c Portfolio of receivables securing public sector covered bonds, by maturity as at December 31st 2011*

Loan term	Value (PLN '000)	Share in portfolio
1-5 years	89,059	16.2%
5 - 10 years	107,677	19.6%
10 - 15 years	105,057	19.1%
> 15 years	247,541	45.1%
Total	549,334	100.0%

Source: the Issuer.

* Unaudited operating and financial data sourced from the Issuer's management accounts.

This is a translation from the original Appendix 10 dated 30.03.2012 and should not be read in substitution of the original Appendix 10. This translation of the original Appendix 10 dated 30.03.2012 does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Offer or to subscribe or purchase of any of the Mortgage and Public Sector Covered Bonds.

The following new table is added under Table 39b:

Table 39c Portfolio of receivables securing public sector covered bonds, by type of interest rate as at December 31st 2011*

Interest rate	Value (PLN '000)	Share in portfolio
Variable interest rate	549,334	100%

Source: the Issuer.

** Unaudited operating and financial data sourced from the Issuer's management accounts.*

The following new table is added under Table 40b:

Table 40c Portfolio of receivables securing public sector covered bonds, by type of borrower* as at December 31st 2011

Borrower	Value (PLN '000)	Share in portfolio
Local government institutions	205,159	37.3%
Public healthcare centres	344,174	62.7%
Total	549,334	100.0%

Source: the Issuer.

** Unaudited operating and financial data sourced from the Issuer's management accounts.*

Chapter X

1. Material Trends Observed since the Date of the Last Audited Financial Statements

The following text is added after the existing wording:

Pursuant to Section 7.1 of Commission Regulation (EC) No. 809/2004 of April 29th 2004, we represent that no material adverse changes in the Issuer's growth prospects have occurred since the publication of the most recent audited financial statements of the Issuer, prepared for the financial year 2011.

Pursuant to Section 11.7 of Commission Regulation (EC) No. 809/2004 of April 29th 2004, below we provide a description of all material changes in the Issuer's financial standing since the end of the most recent financial period for which audited financial information was published, that is the period from January 1st to February 29th 2012.

The total commercial loan portfolio increased by 11.72% compared with the corresponding period of 2011, and reached PLN 4,082,220 thousand as at the end of February 2012.

The total portfolio of loans to local government institutions rose by 36.39%, to PLN 704,277 thousand, relative to the level reported as at the end of February 2011.

The share of PLN-denominated loans remained high and accounted for 55.7% of the Bank's total loan portfolio as at February 29th 2012.

The average LTV ratio for commercial loans advanced in the period January-February 2012 stood at 78.71%.

The ratio of mortgage lending value to market value for commercial loans advanced in the period January–February 2012 amounted to 95.55% and was higher than the level reported for loans advanced in the same period of 2011, which stood at 94.26%.

This is a translation from the original Appendix 10 dated 30.03.2012 and should not be read in substitution of the original Appendix 10. This translation of the original Appendix 10 dated 30.03.2012 does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Offer or to subscribe or purchase of any of the Mortgage and Public Sector Covered Bonds.

Table 41c The Bank's total loan portfolio by product group (PLN '000)*

Product		Feb 29 2012	Feb 28 2011	Change
I Commercial loans	<i>On-balance-sheet exposure</i>	3,467,832	3,127,111	10.90%
	<i>Off-balance-sheet exposure</i>	614,388	526,838	16.62%
	Total exposure	4,082,220	3,653,948	11.72%
II Housing loans	<i>On-balance-sheet exposure</i>	47,613	53,736	-11.39%
	<i>Off-balance-sheet exposure</i>	2,037	54	3,640.40%
	Total exposure	49,650	53,791	-7.70%
III Loans to local government institutions	<i>On-balance-sheet exposure</i>	547,017	346,825	57.72%
	<i>Off-balance-sheet exposure</i>	157,259	169,539	-7.24%
	Total exposure	704,277	516,364	36.39%
Total (I+II+III)	<i>On-balance-sheet exposure</i>	4,062,462	3,817,382	6.42%
	<i>Off-balance-sheet exposure</i>	773,684	696,431	11.09%
	Total exposure	4,836,147	4,513,813	7.14%

Source: the Issuer.

* The above data concerns the portfolio value net of loan interest and before impairment losses. Unaudited operating and financial data sourced from the Issuer's management accounts.

Table 42c Total loan portfolio by currency and main product groups*

Product	Feb 29 2012			Feb 28 2011		
	PLN	EUR	USD	PLN	EUR	USD
Commercial loans	48.4%	48.9%	2.8%	51.2%	45.8%	3.0%
Housing loans	37.5%	48.8%	13.7%	40.0%	47.7%	12.4%
Loans to local government institutions	100.0%	0.0%	0.0%	100.0%	0.0%	0.0%
Total loan portfolio (on-balance-sheet and off-balance-sheet exposure) by currency (%)	55.7%	41.5%	2.5%	59.8%	37.6%	2.6%

Source: the Issuer.

* Unaudited operating and financial data sourced from the Issuer's management accounts.

Table 43c Sales of loans – value and number of executed loan agreements, by product groups (PLN '000)*

Product	Jan 1 – Feb 29 2012		Jan 1 – Feb 28 2011	
	value**	number	value**	number
Commercial loans	159,376	9	149,496	6
Including loans for:				
- construction projects	0	0	0	0
- refinancing of real estate	72,530	6	98,126	3
- land purchase	0	0	0	0
- loans to residential developers	86,846	3	51,370	3

This is a translation from the original Appendix 10 dated 30.03.2012 and should not be read in substitution of the original Appendix 10. This translation of the original Appendix 10 dated 30.03.2012 does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Offer or to subscribe or purchase of any of the Mortgage and Public Sector Covered Bonds.

Loans to local government institutions, including:	0	0	0	0
Including loans for:				
- financing of operations of local government institutions	0	0	0	0
- financing of public healthcare centres guaranteed by local government institutions	0	0	0	0
Total	159,376	9	149,496	6

Source: the Issuer.

* The above data concerns the portfolio value net of loan interest and before impairment losses. The value of sales accounts for annexes under which the principal amounts of loans advanced in previous years were increased. Unaudited operating and financial data sourced from the Issuer's management accounts.

** The value of agreements corresponds to the loan amounts as per agreement, translated at historical exchange rate.

2. Factors with a Material Bearing on the Issuer's Growth Prospects

2.1. External Factors

Macroeconomic Factors

The following text is added after the existing wording:

- According to preliminary estimates, Poland's GDP growth rate in 2011 was 4.3%. The changes in the rate of economic growth and uncertain growth prospects for the economy influence the Issuer's situation now and will influence it in the future. GDP growth is expected to decelerate in 2012. In consequence, entities holding capital resources may be less interested in investing on the real estate market, which may dampen the demand for loans advanced by mortgage banks to finance purchases of real estate.
- At the end of 2011, the unemployment rate in Poland stood at 12.5%, having increased relative to 2010 due to the economic uncertainty in Poland and the rest of Europe. Any further rise in the unemployment rate in Poland or the introduction of more restrictive conditions in mortgage lending to private individuals may affect the demand for residential real estate.
- In 2011, the inflation rate stood at 4.6% on a December-to-December basis. The projected rate of economic growth and rise in the prices of consumer goods making up the CPI basket, as well as prices of raw materials feed expectations of the basic interest rates set by the NBP remaining stable over 2012. As at the end of February 2012, the reference rate quoted by the NBP was 4.5%.
- Exchange rates decisively affect the Bank's loan portfolio. This is connected with foreign exchange gains/losses, which in the case of foreign currency loans result from exchange rate fluctuations and thus might increase borrowers' debt. A large portion (52.5% as at December 31st 2011) of commercial loans are advanced in foreign currencies, which might adversely affect borrowers' ability to repay the loans should a currency crisis occur. The high share of foreign currency loans is attributable to their interest rates, which are lower than in the case of PLN-denominated loans, as well as the fact that rents in commercial developments are established in foreign currencies.
- As at the end of February 2012, the base interest rates were 1.0% in the Euro zone and 0.25% in the U.S.

Growth Prospects for the Real Estate Market

The following text is added after the existing wording:

- Residential real estate:

The beginning of 2012 was dominated by attempts of the residential market participants to learn to cope in a new situation. There have emerged numerous factors whose combined effect may adversely affect sales volumes. Once new recommendations issued by the Polish Financial Supervision Authority are implemented in the banking regulations, the average creditworthiness is bound to decline as a result of major changes made to the creditworthiness assessment rules, including the setting of a maximum loan term

This is a translation from the original Appendix 10 dated 30.03.2012 and should not be read in substitution of the original Appendix 10. This translation of the original Appendix 10 dated 30.03.2012 does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Offer or to subscribe or purchase of any of the Mortgage and Public Sector Covered Bonds.

at 25 years and the lowering of the DTI ratio for foreign currency loans to 42%. Assuming that approximately 70–90% of home buyers rely on credit, the fall in new housing lending following the implementation of the aforementioned recommendations may drive the sales volumes down. Another issue affecting purchasing decisions is the crisis spreading across the southern European countries and the related economic growth concerns.

In the second half of 2012, the primary market oversupply, tightening margins on new developments, and difficulties faced by some real estate developers in meeting the requirements set by the Act on Protection of Rights of Persons Purchasing Residential Units or Single-Family Houses are bound to cause downward pressure on home prices. The price fall will be further aggravated by competition from the secondary market.

The consolidation of real estate development businesses, promising economies of scale and encouraged by new regulations on real estate development, may be a new trend observed on the housing market in 2012, as the new Act on Protection of Rights of Persons Purchasing Residential Units or Single-Family Houses imposes a number of requirements to be met by developers.

- Commercial real estate

Office space:

Further development of Poland's office space market will be largely limited to downtown Warsaw due to reasons such as increased supply of new land for development in the city centre and the sale of land owned by the PKP (national railway operator). The supply of new investment land will attract foreign investors to the Warsaw real estate market.

Another conspicuous market trend is the increased popularity of buildings with reduced environmental impacts. Approximately 50% of office buildings under construction now meet the LEED or BREEAM requirements.

Retail space:

A decline in the share of new retail space in large cities in total new retail space observed in 2011 suggests that market saturation is slowly reaching its peak. The expansion of retail chains into small towns may be taken as a sign of growth of the latter, which in turn is indicative of improved economic conditions in Poland despite the crisis spilling over some countries of the Eurozone.

An analysis of the retail space market shows a trend started in 2011, consisting in the rebranding of retail chains perceived as targeted at less affluent consumers and, hence, of low quality.

Warehouse space:

The majority of new warehouse space has been developed on a pre-let or build-to-suit basis. Although still high, the share of non-speculative projects in total new development projects fell markedly relative to 2009 and 2010, which points to improved confidence among real estate developers.

Section 4. Significant Changes in the Issuer's Financial and Economic Standing

The following text is added after the existing wording:

From December 31st 2011 to the date of approval of this Supplement 10 to the Prospectus, no significant changes occurred in the financial and economic standing of the Issuer. The key trends which occurred since the date of the last audited financial statements are discussed in Chapter X, Section 1.

Chapter XII

Section 1. Names and Registered Addresses of Auditors

The following text is added after the existing wording:

The Issuer's financial statements for 2011 included in this Prospectus were audited by PricewaterhouseCoopers Sp. z o.o., registered office at Al. Armii Ludowej 14, Warsaw, an entity qualified to audit financial statements, entered in the list of qualified auditors maintained by the National Board of Qualified Auditors under Reg. No. 144.

This is a translation from the original Appendix 10 dated 30.03.2012 and should not be read in substitution of the original Appendix 10. This translation of the original Appendix 10 dated 30.03.2012 does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Offer or to subscribe or purchase of any of the Mortgage and Public Sector Covered Bonds.

Chapter XIII Financial Information

The following text is added after the existing wording:

The Issuer's financial statements for the period January 1st–December 31st 2011, along with the auditor's opinion, have been included in this Prospectus by reference to the Issuer's 2011 annual report, released on March 26th 2012 and posted on the Issuer's website at: www.brehipoteczny.pl.

Chapter XIV

Section: Arbitration and Court Proceedings

The following text is added after the existing wording:

As at February 29th 2012, the Bank brought an action against one legal person, for PLN 1,552,369.34.

Chapter XV and the second page of the cover, last paragraph

The following text is added after the existing wording:

(viii) the Issuer's financial statements for 2011, prepared in accordance with the IFRS, audited by PricewaterhouseCoopers Sp. z o.o., along with the auditor's opinion and report.

Chapter XIX

The following text is added after the existing wording:

- 6). the Issuer's 2011 annual report, released on March 26th 2012 and published on the Issuer's website at: www.brehipoteczny.pl, containing the Issuer's financial statements for the period January 1st–December 31st 2011 along with the auditor's opinion;