



**The draft resolutions  
that will be the subject of the Extraordinary  
General Meeting of the Company  
convened for 30 March 2016**

**Resolution No. ....  
of the Extraordinary General Meeting of  
Bank BGŻ BNP Paribas S.A.  
dated 30 March 2016**

**on the election of the Chairperson of the Extraordinary General Meeting of Bank BGŻ BNP Paribas S.A.**

The Extraordinary General Meeting of Bank BGŻ BNP Paribas S.A. resolves to elect .....  
as the Chairperson.

**Resolution No. ....  
of the Extraordinary General Meeting of  
Bank BGŻ BNP Paribas S.A.  
dated 30 March 2016**

**on adoption of the agenda of the Extraordinary General Meeting of Bank BGŻ BNP Paribas S.A.**

§ 1.

The Extraordinary General Meeting of Bank BGŻ BNP Paribas S.A. resolves to adopt the following agenda of the meeting:

1. Opening of the Extraordinary General Meeting.
2. Election of the Extraordinary General Meeting Chairperson.
3. Confirmation of the correct manner of convening the Extraordinary General Meeting and its ability to pass resolutions.
4. Approval of the Extraordinary General Meeting Agenda.
5. Adoption of a resolution regarding the merger of Bank BGŻ BNP Paribas S.A. and Sygma Bank Polska S.A.
6. Closing of the Extraordinary General Meeting.

§ 2.

The Resolution shall come into force on the day it has been passed.

**Resolution No. ....**  
**of the Extraordinary General Meeting of**  
**Bank BGŻ BNP Paribas S.A.**  
**dated 30 March 2016**  
**regarding the merger of Bank BGŻ BNP Paribas S.A. and Sygma Bank Polska S.A.**

Acting pursuant to the provisions of Article 492 § 1 Clause 1, Article 506, Article 515 § 1 and Article 516 § 6 of the Code of Commercial Companies, and having reviewed the merger plan of Bank BGŻ BNP Paribas S.A. ("**BGŻ BNPP**") and Sygma Bank Polska S.A. (the "**Merger Plan**") and schedules to the Merger Plan, the Extraordinary General Meeting of BGŻ BNPP (the "**General Meeting**") hereby resolves as follows:

§1.

**Merger**

1. It is hereby decided to effect the merger of BGŻ BNPP and Sygma Bank Polska S.A. with its registered office in Warsaw, at ul. Suwak 3, 02-676 Warsaw, Poland, registered in the Register of Entrepreneurs of the National Court Register by the District Court for the Capital City of Warsaw, 13th Business Division for the National Court Register under No. 0000569806 ("**Sygma Bank Polska**"), by way of transferring all property (all assets and liabilities) of Sygma Bank Polska to BGŻ BNPP on terms set out in the Merger Plan agreed between BGŻ BNPP and Sygma Bank Polska on 10 December 2015.
2. The General Meeting hereby approves the Merger Plan. The Merger Plan constitutes Appendix No. 1 hereto.

§2.

**Effective date**

This resolution becomes effective as of the date of its adoption, provided that the Merger will occur under the condition that all required permits and consents related to the Merger are obtained, including in particular a clearance from the Polish Financial Supervision Authority for the Merger. The Merger will be effective as of the moment of its registration in the Register of Entrepreneurs by the relevant registry court.

**Appendix No. 1 to the resolution  
MERGER PLAN**