

Appendix No 2

Draft resolution of the Extraordinary General Meeting of Sygma Bank Polska Spółka Akcyjna concerning the merger with Bank BGŻ BNP Paribas Spółka Akcyjna

**Resolution No. [●]
of the Extraordinary General Meeting of
Sygma Bank Polska Spółka Akcyjna
of [●] 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 Sygma Bank Polska S.A. (“**Sygma Bank Polska**”) and Bank BGŻ BNP Paribas S.A. (the “**Merger Plan**”) and schedules to the Merger Plan, the Extraordinary General Meeting of Sygma Bank Polska (the “**General Meeting**”) hereby resolves as follows:

§1.

Merger

1. It is hereby decided to effect the merger of Sygma Bank Polska and Bank BGŻ BNP Paribas S.A. with its registered office in Warsaw, at ul. Kasprzaka 10/16, 01-211 Warsaw, Poland, registered in the Register of Entrepreneurs of the National Court Register by the District Court for the Capital City of Warsaw, 12th Business Division for the National Court Register under No. 0000011571 (“**BGŻ BNPP**”), 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 Sygma Bank Polska and BGŻ BNPP on 10 December 2015.
2. The General Meeting hereby approves the Merger Plan and the articles of association of BGŻ BNPP. The Merger Plan constitutes Appendix 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.