

**Resolution No. ...
of the Extraordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated February 25, 2015**

on the election of the Chairperson of the Extraordinary General Meeting of BGŻ S.A.

The Extraordinary General Meeting resolves to elect as the Chairperson.

**Resolution No. ...
of the Extraordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated February 25, 2015**

on adoption of the agenda of the Extraordinary General Meeting

§ 1

The Extraordinary General Meeting 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 on the merger of Bank Gospodarki Żywnościowej S.A. and BNP Paribas Bank Polska S.A., the increase of the share capital of Bank Gospodarki Żywnościowej S.A. and consent for the proposed amendments to the Articles of Association of Bank Gospodarki Żywnościowej S.A.
6. Adoption of a resolution on the amendments to the Articles of Association of Bank Gospodarki Żywnościowej S.A. and adoption of the consolidated text of the Articles of Association of Bank Gospodarki Żywnościowej S.A.
7. Adoption of a resolution on the acknowledgement of the information on the issue of the "Principles of Corporate Governance For Supervised Institutions" and their adoption by the Bank BGŻ S.A. as well as on the adoption by the General Meeting of the "Principles of Corporate Governance For Supervised Institutions" in regard to principles pertaining to shareholders and the General Meeting.
8. Closing of the Extraordinary General Meeting.

§ 2

The Resolution shall come into force on the date of its adoption.

**Resolution No. ...
of the Extraordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated February 25, 2015**

on the Merger of Bank Gospodarki Żywnościowej S.A. and BNP Paribas Bank Polska S.A., the increase of the share capital of Bank Gospodarki Żywnościowej S.A. and consent for the proposed amendments to the Articles of Association of Bank Gospodarki Żywnościowej S.A.

Acting pursuant to the provisions of Article 492 § 1 item 1 and Article 506 of the Code of Commercial Companies ("**CCC**"), and having analysed the merger plan of Bank Gospodarki Żywnościowej S.A. ("**BGŻ S.A.**") and BNP Paribas Bank Polska S.A. (the "**Merger Plan**"), schedules to the Merger Plan, the report of the Management Board of BGŻ S.A. substantiating the merger of BGŻ S.A. and BNP Paribas Bank Polska S.A. (the "**Merger**") as well as the opinion of the court expert drawn up pursuant to Article 503 § 1 of the CCC, the Extraordinary General Meeting of BGŻ S.A. (the "**General Meeting**") hereby resolves as follows:

**§1.
Merger**

1. Pursuant to the provisions of Article 492 § 1 item 1 and Article 506 of the CCC, it is hereby decided to effect the merger of BGŻ S.A. and BNP Paribas Bank Polska Spółka Akcyjna, with its registered office in Warsaw at ul. Suwak 3, 02-676 Warsaw, Poland, entered in the Register of Entrepreneurs of the National Court Register maintained by the District Court for the Capital City of Warsaw, 13th Commercial Division of the National Court Register, under KRS No. 0000006421 ("**BNPP Polska**"), by way of transferring all property (all assets and liabilities) of BNPP Polska to BGŻ S.A. in exchange for shares to be issued by BGŻ S.A. pursuant to the provisions of the Merger Plan.
2. Pursuant to the provisions of Article 506 § 4 of the CCC, the General Meeting hereby approves the Merger Plan. The Merger Plan constitutes Appendix 1 hereto.
3. Pursuant to the provisions of Article 506 § 4 of the CCC, the General Meeting hereby grants its consent to the amendments to the Articles of Association of BGŻ S.A. specified in Schedule 3 to the Merger Plan and in § 4 below.

**§2.
Share Capital Increase**

1. In relation to the Merger, the share capital of BGŻ S.A. shall be increased from PLN 56,138,764 (in words: fifty six million one hundred thirty eight thousand seven hundred sixty four zloty) to PLN 84,238,318 (in words: eighty four million two hundred thirty eight thousand three hundred eighteen zloty) by way of the issuance of 28,099,554 (in words: twenty eight million ninety nine thousand five hundred fifty four zloty) ordinary bearer series I shares with the nominal value of PLN 1.00 (in words: one zloty) per share, with the total nominal value of PLN 28,099,554 (in words: twenty eight million ninety nine thousand five hundred fifty four zloty) (the "**Merger Shares**").
2. The General Meeting hereby approves of the share exchange ratio agreed by the Management Boards of BGŻ S.A. and BNPP Polska, which is as follows: in exchange for 6 (in words: six) shares of BNPP Polska, the shareholders of BNPP Polska will receive 5 (in words: five) Merger Shares (the "**Share Exchange Ratio**").
3. If the Merger Shares are delivered by BGŻ S.A. to the authorized BNPP Polska shareholders before or on the dividend day established in 2015, referred to in art. 348 § 3 of the CCC, the Merger Shares will participate in the profit starting from January 1, 2014, and

if the Merger Shares are delivered by BGŻ S.A. to the authorized BNPP Polska shareholders after the dividend day established in 2015, referred to in art. 348 § 3 of the CCC, the Merger Shares will participate in the profit starting from January 1, 2015.

§3.

Rules of allotment of shares

1. The Merger Shares will be allotted to the shareholders of BNPP Polska – i.e., to the entities which as at the reference date (the “**Reference Day**”) determined pursuant to relevant regulations the National Depository for Securities (the “**NDS**”) hold BNPP Polska shares and have them recorded on their securities account or registered in a relevant register kept by a brokerage house or a bank conducting brokerage activity, and with respect to collective accounts, to the entities communicated to the entity keeping the collective account by its holder as the beneficial owners, as at the Reference Day, of the BNPP Polska shares recorded on that account – through the NDS, based on the Share Exchange Ratio in proportion to the number of shares of BNPP Polska held on Reference Day.
2. The Management Board of BGŻ S.A. shall inform the NDS of the chosen Reference Day, provided that the Reference Day in accordance with the *Detailed Rules of Activity of the NDS* must not fall earlier than the day following the day of receipt by the NDS of the documents referred to in § 218 of the *Detailed Rules of Activity of the NDS* and not earlier than the settlement date of a transaction involving the shares of BNPP Polska concluded in organized trading before trading in these shares is suspended. If the Management Board of BGŻ S.A. fails to indicate the Reference Day or indicates it in breach of the conditions defined in the *Detailed Rules of Activity of the NDS*, the Reference Day shall be the nearest business day that meets the conditions defined in the *Detailed Rules of Activity of the NDS*.
3. The number of the Merger Shares to be allotted to each of the BNPP Polska shareholders will be determined as the product of the number of BNPP Polska shares held by such shareholder on the Reference Day and the Share Exchange Ratio, and rounding the product down to the nearest integer (unless the product is an integer).
4. A BNPP Polska shareholder who does not receive a fractional Merger Share to which it was entitled to according to the Share Exchange Ratio as a result of the rounding referred to in § 3 Section 3 above, will be entitled to cash compensation (the “**Compensation**”).
5. The Compensation payable to the BNPP Polska shareholder shall be calculated as the product of (i) the fractional amount of the share in BGŻ S.A. which has not been issued to the BNPP Polska shareholder and (ii) PLN 80.47. The amount of the due Compensation will be rounded off to 1 grosz (PLN 0.01), it being understood that PLN 0.005 will be rounded up.
6. The Compensation will be paid to the BNPP Polska shareholders through the NDS within 14 business days of the Reference Day.
7. The restriction referred to in Article 492 § 2 of the CCC shall apply to the Compensation. The Compensation will be funded from the supplementary capital of BGŻ S.A. The Compensation shall be reduced by the due amount of income tax, if such tax is payable on the Compensation in accordance with the current provisions of law.
8. Within 15 business days of the Reference Day the Management Board of BGŻ S.A. shall take every effort in order to cause the Merger Shares that are not allotted to the BNPP Polska shareholders as a result of the rounding down pursuant to clause § 3 item 3 above to be allotted to a financial institution being a shareholder of BNPP Polska selected by the Management Board of BGŻ S.A. Such Merger Shares are to be taken up for 80.47 PLN per Merger Share.

§4.

Approval of the Proposed Amendments to the Articles of Association of BGŻ S.A.

Pursuant to the provisions of Article 506 § 4 of the CCC, the General Meeting hereby grants its consent to the following amendments to the Articles of Association of BGŻ S.A.:

1. The title of the Articles of Association of BGŻ S.A. with the current wording:

“ARTICLES OF ASSOCIATION OF BANK GOSPODARKI ŻYWNOŚCIOWEJ SPÓŁKA AKCYJNA”

shall be amended to read as follows:

“ARTICLES OF ASSOCIATION OF BANK BGŻ BNP PARIBAS SPÓŁKA AKCYJNA”

2. § 1 of the Articles of Association of BGŻ S.A. with the current wording:

“Bank Gospodarki Żywnościowej Spółka Akcyjna, hereinafter referred to as “the Bank”, is a bank established as a result of transformation of Bank Gospodarki Żywnościowej carried out pursuant to Article 29 of the Act of 24 June 1994 on the restructuring of cooperative banks and Bank Gospodarki Żywnościowej and amending some other acts (Journal of Laws No. 80, item 369), and it operates on the basis of this Statute and the legal provisions in force.”

shall be amended to read as follows:

“Bank BGŻ BNP Paribas Spółka Akcyjna, hereinafter referred to as “the Bank”, is a bank established as a result of transformation of Bank Gospodarki Żywnościowej carried out pursuant to Article 29 of the Act of 24 June 1994 on the restructuring of cooperative banks and Bank Gospodarki Żywnościowej and amending some other acts (Journal of Laws No. 80, item 369), and it operates on the basis of these Articles of Association and the legal provisions in force.”

3. § 2 Section 1 of the Articles of Association of BGŻ S.A. with the current wording:

„The Bank operates under the name of “Bank Gospodarki Żywnościowej Spółka Akcyjna”. The Bank may use the short names of “Bank Gospodarki Żywnościowej S.A.”, “Bank BGŻ S.A.” or “BGŻ S.A.”, as well as a distinguishing graphic mark.”

shall be amended to read as follows:

“The Bank operates under the name of “Bank BGŻ BNP Paribas Spółka Akcyjna”. The Bank may use the short name of “Bank BGŻ BNP Paribas S.A.”, as well as a distinguishing graphic mark.”

4. § 5 Section 3 item 1) of the Articles of Association of BGŻ S.A. with the current wording:

“receive or acquire shares and rights attached thereto, shares of other legal persons and participation units in investment funds,”

shall be amended to read as follows:

“receive or acquire shares and rights attached thereto, shares of other legal persons and participation units, participation certificates and titles in investment funds,”

5. In § 5 Section 3 item 8) of the Articles of Association of BGŻ S.A. point d) shall be added to read as follows:

“investment counselling concerning securities issued by the State Treasury or the National Bank of Poland or other financial instruments not admitted to organized trading,”
6. § 5 Section 3 item 13) of the Articles of Association of BGŻ S.A., with the current wording:

“intermediation in trade in investment funds participation units and titles in participation in foreign funds,”

shall be deleted,

with the numbering of the items in § 5 Section 3 of the Articles of Association of BGŻ S.A. remaining unchanged, and the deleted item 13) being indicated as „(deleted)”.
7. At the end of § 5 Section 3 item 19), the punctuation sign „.” shall be replaced with the punctuation sign „,”
8. In § 5 Section 3 of the Articles of Association of BGŻ S.A. item 20) shall be added to read as follows:

“provision of certification services within the meaning of the regulations on electronic signature, with the exception of qualified certificates used by banks in actions to which they are a party.”
9. At the end of § 6 item 8), the punctuation sign „.” shall be replaced with the punctuation sign „,”
10. In § 6 of the Articles of Association of BGŻ S.A. item 9) shall be added to read as follows:

“act as a bondholders’ agent within the meaning of the Act of 29 June 1995 on bonds.”
11. § 12 Section 3 of the Articles of Association of BGŻ S.A. with the current wording:

“Purchase or sale of real property, share in real property, or the right of perpetual usufruct shall require a resolution of the General Meeting if their value equals or exceeds 1/4 (one fourth) of the Bank’s share capital, and the operation is not related to satisfying the Bank’s claims against a debtor or securing the Bank’s debt claims.”

shall be amended to read as follows:

“Purchase or sale of real property, share in real property, or the right of perpetual usufruct shall not require a resolution of the General Meeting.”
12. § 16 Section 1 of the Articles of Association of BGŻ S.A. with the current wording:

“The Bank Supervisory Board shall be composed of five to nine members appointed for a joint three-year term of office by the General Meeting. The number of members of the Supervisory Board of the particular term of office shall be determined by the General Meeting. At least half of the members of the Bank Supervisory Board should have good knowledge of the banking market in Poland, i.e. they should permanently reside in Poland, have a good command of Polish and have gained the required experience on the Polish market.”

shall be amended to read as follows:

“The Bank Supervisory Board shall be composed of five to twelve members appointed for a joint three-year term of office by the General Meeting. The number of members of the Supervisory Board of the particular term of office shall be determined by the General Meeting. At least half of the members of the Bank Supervisory Board should have good knowledge of the banking market in Poland, i.e. they should have a good command of Polish and have gained the required experience on the Polish market.”

13. § 20 Section 1 item 1) point d) of the Articles of Association of BGŻ S.A. with the current wording:

“expression of consent to the acquisition or disposal of real estate, a share in real estate or perpetual usufruct if their value is lower than 1/4 (one fourth) and higher than 1/ 10 (one tenth) of the share capital, and moreover it is not related to the satisfaction of the Bank’s claims against its debtor or securing the Bank’s receivables,”

shall be amended to read as follows:

“expression of consent to the acquisition or disposal of real estate, a share in real estate or perpetual usufruct, if their value amounts at least to 5,000,000 (five million) zlotys, and moreover it is not related to the satisfaction of the Bank’s claims against its debtor, the granting of financing in the form of leasing or securing the Bank’s receivables,”

14. § 20 Section 1 item 1) point f) of the Articles of Association of BGŻ S.A. with the current wording:

“adoption of regulations for granting credits, loans, bank guarantees or sureties to members of governing bodies of BGZ S.A., persons in managerial positions and entities related to them organizationally and in terms of capital,”

shall be amended to read as follows:

“adoption of regulations for granting credits, loans, bank guarantees or sureties to members of governing bodies of the Bank, persons in managerial positions and entities related to them organizationally and in terms of capital,”

15. § 20 Section 5 of the Articles of Association of BGŻ S.A. with the current wording:

“The Supervisory Board creates internal commissions composed of members of the Supervisory Board, in particular with regard to the Bank’s internal audit. The organisation, competencies and scope of the responsibilities of the internal commissions are specified in the By-laws of the Supervisory Board. The duties of the Internal Audit Commission of the Bank include in particular the supervision over the operations of the Internal Audit Department.”

shall be amended to read as follows:

“The Supervisory Board creates internal committees composed of members of the Supervisory Board, in particular with regard to the Bank’s internal audit. The organisation, competencies and scope of the responsibilities of the internal committees are specified in the By-laws of the Supervisory Board. The duties of the Internal Audit Committee of the Bank include in particular the supervision over the operations of the Internal Audit Department.”

16. § 20 Section 6 of the Articles of Association of BGŻ S.A. with the current wording:

“The Internal Audit Commission of the Bank is composed of at least one independent member of the Bank Supervisory Board mentioned in Section 16 paragraph 4 of the Articles of Association with qualifications and experience in accounting and finance.”

shall be amended to read as follows:

“The Internal Audit Committee of the Bank is composed of at least one independent member of the Bank Supervisory Board mentioned in Section 16 paragraph 4 of the Articles of Association with qualifications and experience in accounting and finance.”

17. § 20 Section 7 of the Articles of Association of BGŻ S.A. with the current wording:

“The Internal Audit Commission of the Bank shall include at least one member of Supervisory Board of the Bank, who shall fulfil conditions of independence stipulated in the Act of Law on the statutory auditors and their self-governing, entities authorized to audit the financial statements and on public supervision and who has qualifications on the field of accountancy and audit.”

shall be amended to read as follows:

“The Internal Audit Committee of the Bank shall include at least one member of Supervisory Board of the Bank, who shall fulfil conditions of independence stipulated in the Act of Law on the statutory auditors and their self-governing, entities authorized to audit the financial statements and on public supervision and who has qualifications on the field of accountancy and audit.”

18. § 21 Section 1 of the Articles of Association of BGŻ S.A. with the current wording:

“The Bank Management Board consists of four to ten members, appointed for a common term of three years.”

shall be amended to read as follows:

“The Bank Management Board consists of four to twelve members, and from January 1, 2018 – of four to nine members. The members of the Management Board are appointed for a common term of three years.”

19. § 22 Section 2 item 11) of the Articles of Association of BGŻ S.A. with the current wording:

“making decisions on purchasing and selling real estate and the perpetual usufruct right, if their value does not exceed 1/10 of the share capital, if this is not related to the satisfaction of the claims of the Bank against its debtors or securing the receivables of the Bank, regardless of the value of the real estate or the interest in the real estate or the perpetual usufruct right;”

shall be amended to read as follows:

“making decisions on purchasing or selling real estate or the perpetual usufruct right, if their value is lower than 5,000,000 (five million) zlotys, unless purchasing or selling real estate or the perpetual usufruct right is related to the satisfaction of the claims of the Bank against its debtors, securing the receivables of the Bank or granting of financing in the form of leasing, regardless of the value of the real estate or the interest in the real estate or the perpetual usufruct right;”

20. § 24 Section 2 of the Articles of Association of BGŻ S.A. with the current wording:

“The power of attorney are granted by two members of the Management Board acting jointly, one member of the Management Board acting with the commercial representative, or two commercial representatives acting jointly (in the case of joint commercial representation) as well as proxies within the powers of attorney granted to them.”

shall be amended to read as follows:

“The power of attorney are granted by two members of the Management Board acting jointly, one member of the Management Board acting with the commercial representative, or two commercial representatives acting jointly as well as proxies within the powers of attorney granted to them.”

21. § 25 Section 2 of the Articles of Association of BGŻ S.A. with the current wording:

“Vice-President of the Management Board appointed upon approval of the Polish Financial Supervision Authority is responsible for system risk management, including internal system of setting limits and risk management procedures.”

shall be amended to read as follows:

“The basic duties of the Management Board member appointed upon consent of the Polish Financial Supervision Authority include the management of risk, including credit risk.”

22. § 26 Section 1 item 2) of the Articles of Association of BGŻ S.A. with the current wording:

“commercial representatives - acting within the competencies resulting from the provisions on commercial representation, and in the case of the establishment of a joint commercial representation, two commercial representatives acting jointly.”

shall be amended to read as follows:

“commercial representatives - acting within the competencies resulting from the provisions on commercial representation and in the case of the establishment of a joint commercial representation, two commercial representatives acting jointly or one member of the Management Board together with the commercial representative.”

23. § 29 Section 1 first sentence of the Articles of Association of BGŻ S.A. with the current wording:

“The Bank’s share capital amounts to PLN 56,138,764 (fifty-six million, one hundred and thirty-eight thousand, seven hundred and sixty-four zlotys) and is divided into 56,138,764 (fifty-six million, one hundred and thirty-eight thousand, seven hundred and sixty-four) registered shares and bearer shares with the nominal value of PLN 1 (one) each, including:

- a) 15,088,100 (fifteen million, eighty-eight thousand, one hundred) series A shares, from number 00000001 to number 15088100,
- b) 7,807,300 (seven million, eight hundred and seven thousand, three hundred) series B shares, from number 0000001 to number 7807300,
- c) 247,329 (two hundred and forty-seven thousand, three hundred and twenty-nine) series C shares, from number 000001 to number 247329,
- d) 3,220,932 (three million, two hundred and twenty thousand, nine hundred and thirty-two) series D shares, from number 0000001 to number 3220932,

- e) 10,640,643 (ten million, six hundred and forty thousand, six hundred and forty-three) series E shares, from number 00000001 to number 10640643,
- f) 6,132,460 (six million, one hundred and thirty-two thousand, four hundred and sixty) series F shares, from number 00000001 to number 6132460,
- g) 8,000,000 (eight million) series G shares, from number 00000001 to number 8000000, and
- h) 5,002,000 (five million, two thousand) series H shares from number 00000001 to number 5002000.”

shall be amended to read as follows:

“The Bank’s share capital amounts to PLN 84,238,318 (eighty four million two hundred thirty eight thousand three hundred eighteen) and is divided into 84,238,318 (eighty four million two hundred thirty eight thousand three hundred eighteen) registered shares and bearer shares with the nominal value of PLN 1 each, including:

- a) 15,088,100 (fifteen million, eighty-eight thousand, one hundred) series A shares, from number 00000001 to number 15088100,
- b) 7,807,300 (seven million, eight hundred and seven thousand, three hundred) series B shares, from number 00000001 to number 7807300,
- c) 247,329 (two hundred and forty-seven thousand, three hundred and twenty-nine) series C shares, from number 00000001 to number 247329,
- d) 3,220,932 (three million, two hundred and twenty thousand, nine hundred and thirty-two) series D shares, from number 00000001 to number 3220932,
- e) 10,640,643 (ten million, six hundred and forty thousand, six hundred and forty-three) series E shares, from number 00000001 to number 10640643,
- f) 6,132,460 (six million, one hundred and thirty-two thousand, four hundred and sixty) series F shares, from number 00000001 to number 6132460,
- g) 8,000,000 (eight million) series G shares, from number 00000001 to number 8000000,
- h) 5,002,000 (five million, two thousand) series H shares from number 00000001 to number 5002000, and
- i) 28,099,554 (twenty eight million ninety nine thousand five hundred fifty four) series I shares from number 00000001 to number 28099554.”

§5.

Authorizations

1. BGŻ S.A. shall file an application for admittance and introduction of the Merger Shares to trading on the regulated market operated by the Warsaw Stock Exchange. The Management Board of BGŻ S.A. is authorized and obliged to undertake any and all actions necessary to execute the provisions contained in this Section.
2. All Merger Shares will be dematerialized. The Management Board of BGŻ S.A. is authorized and obliged to enter into an agreement with the NDS concerning the registration

of the Merger Shares in the deposit of securities maintained by the NDS as well as to undertake any and all actions necessary to effect such dematerialization.

**§6.
Final Provisions**

This resolution shall enter into force as of the date of its adoption, provided that the Merger shall become effective subject to obtaining all consents and approvals related to the Merger, including:

- (a) the Financial Supervision Authority's permit for the Merger, pursuant to the provisions of Article 124 Section 1 of the Banking Law;
- (b) the Financial Supervision Authority's permit for the amendments to the Articles of Association of BGŻ S.A., pursuant to the provisions of Article 34 Section 2 in conjunction with Article 31 Section 3 of the Banking Law;
- (c) the decision on non-objection of the Financial Supervision Authority to the acquisition by BGŻ S.A. of shares in Towarzystwo Funduszy Inwestycyjnych BNP Paribas Polska Spółka Akcyjna with its registered office in Warsaw (pursuant to the provisions of Article 54 Section 1 of the Act of May 27, 2004 on investment funds) or when the statutory time period for the Financial Supervision Authority to deliver the abovementioned decision has lapsed;
- (d) the decision of the competent regulatory authority within the framework of the Single Supervisory Mechanism on non-objection to the strategic decision of BNP Paribas Fortis SA/NV underlying the Merger or the lapse of the statutory time period for the competent regulatory authority to deliver a decision raising objections to that strategic decision;
- (e) the decision on the approval by the Financial Supervision Authority of the information memorandum of BGŻ S.A. pursuant to Article 38b Section 1 in conjunction with Article 7 Section 7 item 1) and Article 7 Section 14 item 1) of the Act on Public Offers and the Conditions for Introducing Financial Instruments to the Organized Trading System, and on Public Companies dated July 29, 2005;
- (f) the Financial Supervision Authority's permit for BGŻ S.A. to carry out the brokerage activity consisting in managing portfolios including one or more financial instruments, pursuant to the provisions of Article 69 Section 1 and Section 2 item 4) of the Act of July 29, 2005 on trading in financial instruments.

**Resolution No. ...
of the Extraordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated February 25, 2015**

on the amendments to the Articles of Association of Bank Gospodarki Żywnościowej S.A. and adoption of the consolidated text of the Articles of Association of Bank Gospodarki Żywnościowej S.A.

The Extraordinary General Meeting of Bank Gospodarki Żywnościowej S.A., acting pursuant to the provisions of Article 430 of the Commercial Companies Code and § 12 Section 2 item 1) of the Articles of Association of Bank Gospodarki Żywnościowej S.A., in connection with the merger of Bank Gospodarki Żywnościowej S.A. and BNP Paribas Bank Polska S.A., hereby resolves:

§ 1

In connection with the merger of Bank Gospodarki Żywnościowej S.A. and BNP Paribas Bank Polska S.A., the following amendments described in resolution no [●] of this General Meeting, shall be introduced to the Articles of Association of Bank Gospodarki Żywnościowej S.A.:

1. The title of the Articles of Association of BGŻ S.A. with the current wording:

“ARTICLES OF ASSOCIATION OF BANK GOSPODARKI ŻYWNOŚCIOWEJ SPÓŁKA AKCYJNA”

shall be amended to read as follows:

“ARTICLES OF ASSOCIATION OF BANK BGŻ BNP PARIBAS SPÓŁKA AKCYJNA”

2. § 1 of the Articles of Association of BGŻ S.A. with the current wording:

“Bank Gospodarki Żywnościowej Spółka Akcyjna, hereinafter referred to as “the Bank”, is a bank established as a result of transformation of Bank Gospodarki Żywnościowej carried out pursuant to Article 29 of the Act of 24 June 1994 on the restructuring of cooperative banks and Bank Gospodarki Żywnościowej and amending some other acts (Journal of Laws No. 80, item 369), and it operates on the basis of this Statute and the legal provisions in force.”

shall be amended to read as follows:

“Bank BGŻ BNP Paribas Spółka Akcyjna, hereinafter referred to as “the Bank”, is a bank established as a result of transformation of Bank Gospodarki Żywnościowej carried out pursuant to Article 29 of the Act of 24 June 1994 on the restructuring of cooperative banks and Bank Gospodarki Żywnościowej and amending some other acts (Journal of Laws No. 80, item 369), and it operates on the basis of these Articles of Association and the legal provisions in force.”

3. § 2 Section 1 of the Articles of Association of BGŻ S.A. with the current wording:

„The Bank operates under the name of “Bank Gospodarki Żywnościowej Spółka Akcyjna”. The Bank may use the short names of “Bank Gospodarki Żywnościowej S.A.”, “Bank BGŻ S.A.” or “BGŻ S.A.”, as well as a distinguishing graphic mark.”

shall be amended to read as follows:

“The Bank operates under the name of “Bank BGŻ BNP Paribas Spółka Akcyjna”. The Bank may use the short name of “Bank BGŻ BNP Paribas S.A.”, as well as a distinguishing graphic mark.”

4. § 5 Section 3 item 1) of the Articles of Association of BGŻ S.A. with the current wording:

“receive or acquire shares and rights attached thereto, shares of other legal persons and participation units in investment funds,”

shall be amended to read as follows:

“receive or acquire shares and rights attached thereto, shares of other legal persons and participation units, participation certificates and titles in investment funds,”

5. In § 5 Section 3 item 8) of the Articles of Association of BGŻ S.A. point d) shall be added to read as follows:

“investment counselling concerning securities issued by the State Treasury or the National Bank of Poland or other financial instruments not admitted to organized trading,”
6. § 5 Section 3 item 13) of the Articles of Association of BGŻ S.A., with the current wording:

“intermediation in trade in investment funds participation units and titles in participation in foreign funds,”

shall be deleted,

with the numbering of the items in § 5 Section 3 of the Articles of Association of BGŻ S.A. remaining unchanged, and the deleted item 13) being indicated as „(deleted)”.
7. At the end of § 5 Section 3 item 19), the punctuation sign „.” shall be replaced with the punctuation sign „,”
8. In § 5 Section 3 of the Articles of Association of BGŻ S.A. item 20) shall be added to read as follows:

“provision of certification services within the meaning of the regulations on electronic signature, with the exception of qualified certificates used by banks in actions to which they are a party.”
9. At the end of § 6 item 8), the punctuation sign „.” shall be replaced with the punctuation sign „,”
10. In § 6 of the Articles of Association of BGŻ S.A. item 9) shall be added to read as follows:

“act as a bondholders’ agent within the meaning of the Act of 29 June 1995 on bonds.”
11. § 12 Section 3 of the Articles of Association of BGŻ S.A. with the current wording:

“Purchase or sale of real property, share in real property, or the right of perpetual usufruct shall require a resolution of the General Meeting if their value equals or exceeds 1/4 (one fourth) of the Bank’s share capital, and the operation is not related to satisfying the Bank’s claims against a debtor or securing the Bank’s debt claims.”

shall be amended to read as follows:

“Purchase or sale of real property, share in real property, or the right of perpetual usufruct shall not require a resolution of the General Meeting.”
12. § 16 Section 1 of the Articles of Association of BGŻ S.A. with the current wording:

“The Bank Supervisory Board shall be composed of five to nine members appointed for a joint three-year term of office by the General Meeting. The number of members of the Supervisory Board of the particular term of office shall be determined by the General Meeting. At least half of the members of the Bank Supervisory Board should have good knowledge of the banking market in Poland, i.e. they should permanently reside in Poland, have a good command of Polish and have gained the required experience on the Polish market.”

shall be amended to read as follows:

“The Bank Supervisory Board shall be composed of five to twelve members appointed for a joint three-year term of office by the General Meeting. The number of members of the Supervisory Board of the particular term of office shall be determined by the General Meeting. At least half of the members of the Bank Supervisory Board should have good knowledge of the banking market in Poland, i.e. they should have a good command of Polish and have gained the required experience on the Polish market.”

13. § 20 Section 1 item 1) point d) of the Articles of Association of BGŻ S.A. with the current wording:

“expression of consent to the acquisition or disposal of real estate, a share in real estate or perpetual usufruct if their value is lower than 1/4 (one fourth) and higher than 1/ 10 (one tenth) of the share capital, and moreover it is not related to the satisfaction of the Bank’s claims against its debtor or securing the Bank’s receivables,”

shall be amended to read as follows:

“expression of consent to the acquisition or disposal of real estate, a share in real estate or perpetual usufruct, if their value amounts at least to 5,000,000 (five million) zlotys, and moreover it is not related to the satisfaction of the Bank’s claims against its debtor, the granting of financing in the form of leasing or securing the Bank’s receivables,”

14. § 20 Section 1 item 1) point f) of the Articles of Association of BGŻ S.A. with the current wording:

“adoption of regulations for granting credits, loans, bank guarantees or sureties to members of governing bodies of BGZ S.A., persons in managerial positions and entities related to them organizationally and in terms of capital,”

shall be amended to read as follows:

“adoption of regulations for granting credits, loans, bank guarantees or sureties to members of governing bodies of the Bank, persons in managerial positions and entities related to them organizationally and in terms of capital,”

15. § 20 Section 5 of the Articles of Association of BGŻ S.A. with the current wording:

“The Supervisory Board creates internal commissions composed of members of the Supervisory Board, in particular with regard to the Bank’s internal audit. The organisation, competencies and scope of the responsibilities of the internal commissions are specified in the By-laws of the Supervisory Board. The duties of the Internal Audit Commission of the Bank include in particular the supervision over the operations of the Internal Audit Department.”

shall be amended to read as follows:

“The Supervisory Board creates internal committees composed of members of the Supervisory Board, in particular with regard to the Bank’s internal audit. The organisation, competencies and scope of the responsibilities of the internal committees are specified in the By-laws of the Supervisory Board. The duties of the Internal Audit Committee of the Bank include in particular the supervision over the operations of the Internal Audit Department.”

16. § 20 Section 6 of the Articles of Association of BGŻ S.A. with the current wording:

“The Internal Audit Commission of the Bank is composed of at least one independent member of the Bank Supervisory Board mentioned in Section 16 paragraph 4 of the Articles of Association with qualifications and experience in accounting and finance.”

shall be amended to read as follows:

“The Internal Audit Committee of the Bank is composed of at least one independent member of the Bank Supervisory Board mentioned in Section 16 paragraph 4 of the Articles of Association with qualifications and experience in accounting and finance.”

17. § 20 Section 7 of the Articles of Association of BGŻ S.A. with the current wording:

“The Internal Audit Commission of the Bank shall include at least one member of Supervisory Board of the Bank, who shall fulfil conditions of independence stipulated in the Act of Law on the statutory auditors and their self-governing, entities authorized to audit the financial statements and on public supervision and who has qualifications on the field of accountancy and audit.”

shall be amended to read as follows:

“The Internal Audit Committee of the Bank shall include at least one member of Supervisory Board of the Bank, who shall fulfil conditions of independence stipulated in the Act of Law on the statutory auditors and their self-governing, entities authorized to audit the financial statements and on public supervision and who has qualifications on the field of accountancy and audit.”

18. § 21 Section 1 of the Articles of Association of BGŻ S.A. with the current wording:

“The Bank Management Board consists of four to ten members, appointed for a common term of three years.”

shall be amended to read as follows:

“The Bank Management Board consists of four to twelve members, and from January 1, 2018 – of four to nine members. The members of the Management Board are appointed for a common term of three years.”

19. § 22 Section 2 item 11) of the Articles of Association of BGŻ S.A. with the current wording:

“making decisions on purchasing and selling real estate and the perpetual usufruct right, if their value does not exceed 1/10 of the share capital, if this is not related to the satisfaction of the claims of the Bank against its debtors or securing the receivables of the Bank, regardless of the value of the real estate or the interest in the real estate or the perpetual usufruct right;”

shall be amended to read as follows:

“making decisions on purchasing or selling real estate or the perpetual usufruct right, if their value is lower than 5,000,000 (five million) zlotys, unless purchasing or selling real estate or the perpetual usufruct right is related to the satisfaction of the claims of the Bank against its debtors, securing the receivables of the Bank or granting of financing in the form of leasing, regardless of the value of the real estate or the interest in the real estate or the perpetual usufruct right;”

20. § 24 Section 2 of the Articles of Association of BGŻ S.A. with the current wording:

“The power of attorney are granted by two members of the Management Board acting jointly, one member of the Management Board acting with the commercial representative, or two commercial representatives acting jointly (in the case of joint commercial representation) as well as proxies within the powers of attorney granted to them.”

shall be amended to read as follows:

“The power of attorney are granted by two members of the Management Board acting jointly, one member of the Management Board acting with the commercial representative, or two commercial representatives acting jointly as well as proxies within the powers of attorney granted to them.”

21. § 25 Section 2 of the Articles of Association of BGŻ S.A. with the current wording:

“Vice-President of the Management Board appointed upon approval of the Polish Financial Supervision Authority is responsible for system risk management, including internal system of setting limits and risk management procedures.”

shall be amended to read as follows:

“The basic duties of the Management Board member appointed upon consent of the Polish Financial Supervision Authority include the management of risk, including credit risk.”

22. § 26 Section 1 item 2) of the Articles of Association of BGŻ S.A. with the current wording:

“commercial representatives - acting within the competencies resulting from the provisions on commercial representation, and in the case of the establishment of a joint commercial representation, two commercial representatives acting jointly.”

shall be amended to read as follows:

“commercial representatives - acting within the competencies resulting from the provisions on commercial representation and in the case of the establishment of a joint commercial representation, two commercial representatives acting jointly or one member of the Management Board together with the commercial representative.”

23. § 29 Section 1 first sentence of the Articles of Association of BGŻ S.A. with the current wording:

“The Bank’s share capital amounts to PLN 56,138,764 (fifty-six million, one hundred and thirty-eight thousand, seven hundred and sixty-four zlotys) and is divided into 56,138,764 (fifty-six million, one hundred and thirty-eight thousand, seven hundred and sixty-four) registered shares and bearer shares with the nominal value of PLN 1 (one) each, including:

- a) 15,088,100 (fifteen million, eighty-eight thousand, one hundred) series A shares, from number 00000001 to number 15088100,
- b) 7,807,300 (seven million, eight hundred and seven thousand, three hundred) series B shares, from number 0000001 to number 7807300,
- c) 247,329 (two hundred and forty-seven thousand, three hundred and twenty-nine) series C shares, from number 000001 to number 247329,
- d) 3,220,932 (three million, two hundred and twenty thousand, nine hundred and thirty-two) series D shares, from number 0000001 to number 3220932,

- e) 10,640,643 (ten million, six hundred and forty thousand, six hundred and forty-three) series E shares, from number 00000001 to number 10640643,
- f) 6,132,460 (six million, one hundred and thirty-two thousand, four hundred and sixty) series F shares, from number 00000001 to number 6132460,
- g) 8,000,000 (eight million) series G shares, from number 00000001 to number 8000000, and
- h) 5,002,000 (five million, two thousand) series H shares from number 00000001 to number 5002000.”

shall be amended to read as follows:

“The Bank’s share capital amounts to PLN 84,238,318 (eighty four million two hundred thirty eight thousand three hundred eighteen) and is divided into 84,238,318 (eighty four million two hundred thirty eight thousand three hundred eighteen) registered shares and bearer shares with the nominal value of PLN 1 each, including:

- a) 15,088,100 (fifteen million, eighty-eight thousand, one hundred) series A shares, from number 00000001 to number 15088100,
- b) 7,807,300 (seven million, eight hundred and seven thousand, three hundred) series B shares, from number 00000001 to number 7807300,
- c) 247,329 (two hundred and forty-seven thousand, three hundred and twenty-nine) series C shares, from number 00000001 to number 247329,
- d) 3,220,932 (three million, two hundred and twenty thousand, nine hundred and thirty-two) series D shares, from number 00000001 to number 3220932,
- e) 10,640,643 (ten million, six hundred and forty thousand, six hundred and forty-three) series E shares, from number 00000001 to number 10640643,
- f) 6,132,460 (six million, one hundred and thirty-two thousand, four hundred and sixty) series F shares, from number 00000001 to number 6132460,
- g) 8,000,000 (eight million) series G shares, from number 00000001 to number 8000000,
- h) 5,002,000 (five million, two thousand) series H shares from number 00000001 to number 5002000, and
- i) 28,099,554 (twenty eight million ninety nine thousand five hundred fifty four) series I shares from number 00000001 to number 28099554.”

§ 2

In connection with the amendments to the Articles of Association of Bank Gospodarki Żywnościowej S.A. described above, the Extraordinary General Meeting hereby adopts the consolidated text of the Articles of Association of Bank Gospodarki Żywnościowej S.A. with the following wording:

**ARTICLES OF ASSOCIATION
OF BANK BGŻ BNP PARIBAS
SPÓŁKA AKCYJNA
(consolidated text)**

I. GENERAL PROVISIONS

§ 1

Bank BGŻ BNP Paribas Spółka Akcyjna, hereinafter referred to as “the Bank”, is a bank established as a result of transformation of Bank Gospodarki Żywnościowej carried out pursuant to Article 29 of the Act of 24 June 1994 on the restructuring of cooperative banks and Bank Gospodarki Żywnościowej and amending some other acts (Journal of Laws No. 80, item 369), and it operates on the basis of these Articles of Association and the legal provisions in force.

§ 2

1. The Bank operates under the name of “Bank BGŻ BNP Paribas Spółka Akcyjna”. The Bank may use the short name of “Bank BGŻ BNP Paribas S.A.”, as well as a distinguishing graphic mark.
2. The Bank shall have legal personality.
3. The seat of the Bank shall be the capital city of Warsaw.
4. The Bank shall operate both inside and outside the territory of the Republic of Poland.
5. The Bank may establish, transform, and liquidate branches, representative offices, and other organizational units both in Poland and abroad.

§ 3

The Bank may cooperate in the banking services market with other cooperative banks and banks associating cooperative banks.

II. SUBJECT MATTER AND SCOPE OF THE BANK’S ACTIVITY

§ 4

1. The Bank shall carry out banking activity for the benefit of natural persons, legal persons, and organizational units without legal personality, as long as they have legal capacity.
2. The Bank shall carry out universal banking activity with particular focus on financing agriculture, agri-food economy, and regional infrastructure.

§ 5

1. The subject matter of the Bank’s activity shall be to carry out banking operations and provide financial services.
2. The Bank shall perform the following banking operations:

- 1) taking of deposits payable on demand or at a specified maturity, and operation of such deposit accounts,
 - 2) operation of other bank accounts,
 - 3) granting credits and cash loans,
 - 4) granting and confirming bank guarantees, and opening and confirming letters of credit,
 - 5) issue of bank securities,
 - 6) performance of bank monetary settlements,
 - 7) operations involving cheques and bills of exchange, and operations relating to warrants,
 - 8) issue of payment cards and performance of operations involving such cards,
 - 9) financial future or forward transactions,
 - 10) purchasing and selling cash receivables,
 - 11) safekeeping of assets and securities, and provision of safe deposit facilities,
 - 12) purchasing and selling foreign currencies,
 - 13) granting and confirming securities,
 - 14) performance of commissioned securities issue operations,
 - 15) intermediation in money transfers and foreign exchange settlements,
 - 16) issue of electronic money instrument.
3. In addition to the performance of the banking operations, the Bank, within the scope laid down in the Act on Banking Law, may also:
- 1) receive or acquire shares and rights attached thereto, shares of other legal persons and participation units, participation certificates and titles in investment funds,
 - 2) assume commitments relating to the issue of securities,
 - 3) trade in securities,
 - 4) swap debt for debtor's assets on terms agreed with the debtor,
 - 5) purchase and sell real property,
 - 6) provide financial consulting and advisory services,
 - 7) carry out brokerage operations (run a brokerage undertaking),
 - 8) performing non-brokerage operations consisting in:

- a) accepting and forwarding orders to buy or sell financial instruments and securities issued by the State Treasury or the National Bank of Poland, not admitted to organized trade,
 - b) executing orders to buy or sell financial instruments not admitted to organized trade, for the account of the ordering party,
 - c) buying or selling, for the Bank's own account, financial instruments not admitted to organized trade, including options, forward contracts, swaps, and contracts for difference and securities, issued by the State Treasury or the National Bank of Poland,
 - d) investment counselling concerning securities issued by the State Treasury or the National Bank of Poland or other financial instruments not admitted to organized trading,
- 9) carry out acquisition operations within the meaning of the provisions on the organization and operation of pension funds,
 - 10) fulfil the function of depositary within the meaning of the provisions on the organization and operation of pension funds,
 - 11) ensure safekeeping of assets of investment funds,
 - 12) operation of securities deposit,
 - 13) *(deleted)*,
 - 14) provide financial-settlement and advisory services in respect of financial markets instruments,
 - 15) provide trust and factoring services,
 - 16) provide services in respect of transport of cash values,
 - 17) provide insurance intermediation services within the scope authorised by the provisions of the Act on Insurance Intermediation,
 - 18) provide financial leasing,
 - 19) trade in fiscal marks and numismatic values,
 - 20) provision of certification services within the meaning of the regulations on electronic signature, with the exception of qualified certificates used by banks in actions to which they are a party.
4. If in the light of the legal provisions in force it is required to obtain a special permit to perform any of the operations enlisted in this Section, the Bank shall perform them only after having obtained the permit and only within the scope specified in the permit.
 5. The Bank may, under a contract, outsource some operations falling into the scope of its activity to other entities, including banks.

§ 6

Additionally, the Bank may:

- 1) issue bonds, including convertible bonds, bonds with the right of first refusal as to subscription for the Bank's shares, as well as subscription warrants,
- 2) contract credits and cash loans,
- 3) carry out deposit operations in the inter-bank market,
- 4) receive sureties and guarantees,
- 5) implement, on its own or in cooperation with other entities, other business undertakings both in Poland and abroad,
- 6) use distinguishing trademarks to mark offered services,
- 7) provide training services,
- 8) perform upon mandate, activities being in the scope of activity of other banks or lending institutions or financial institutions in particular the members of the majority shareholder's group,
- 9) act as a bondholders' agent within the meaning of the Act of 29 June 1995 on bonds.

III. BANK'S GOVERNING BODIES

§ 7

1. The Bank shall have the following bodies:
 - 1) General Meeting,
 - 2) Supervisory Board,
 - 3) Management Board.

1. GENERAL MEETING

§ 8

1. The General Meeting may be convened in the form of ordinary General Meeting or extraordinary General Meeting. The General Meeting shall be convened by the Management Board.
2. The Ordinary General Meeting shall be held once a year, not later than within 6 months from the end of each financial year.
3. The Extraordinary General Meeting shall be convened as required by the Bank Management Board upon its own initiative or at the request of the Supervisory Board, or at the request of a shareholder or shareholders representing jointly at least 1/20th of the share capital. The request of the shareholder or shareholders should be submitted to the Bank Management Board in writing or in the electronic form.

4. The Supervisory Board shall have the right to convene:
 - Ordinary General Meeting, should the Management Board fail to do so within the time limit laid down in Paragraph 2;
 - Extraordinary General Meeting, as the Supervisory Board may deem to convene the Extraordinary General Meeting as desirable.
5. A shareholder or shareholders representing jointly at least 1/20 of the Bank's share capital may demand that Extraordinary General Meeting be convened, as well as that certain matters be put on the agenda of this General Meeting. Shareholders representing at least half of the Bank's share capital or having at least half of the votes in general may convene an Extraordinary General Meeting. Shareholders shall appoint the chairman of such Extraordinary General Meeting.
6. The General Meeting is convened through an announcement made on the Bank's website and in the manner specified for the submission of current information in accordance with the provisions on public offer and terms of introduction of financial instruments to organized trading, and on public companies, at least twenty six days before the date of the General Meeting.
7. Cancelling or changing of the date of the General Meeting, which has been convened at the request of the shareholders of the Bank, may only be possible at the consent of the shareholders that requested for such a meeting. In any other cases the General Meeting may be cancelled if there are extraordinary obstacles for it to be held. In case the General Meeting date is changed or the meeting cancelled, the new date should be fixed in such a manner that the shareholders of the Bank are notified of the new date of the General Meeting not later than three weeks in advance of such date.

§ 9

1. All matters put on the General Meeting's agenda by the Management Board shall be presented to the Supervisory Board for consideration beforehand. A shareholder or shareholders representing jointly at least 1/20 of the Bank's share capital may demand that certain matters be put on the agenda of the next General Meeting. A shareholder or shareholders shall submit it in writing or by electronic mail to the Management Board, which in turn shall present it together with its opinion to the Supervisory Board.
2. The request mentioned in paragraph 1, containing the statement of reasons or the draft resolution concerning the proposed item on the agenda, should be submitted to the Bank Management Board no later than 21 days before the appointed date of the General Meeting.
3. Removal of an item from the agenda or resignation to process a matter put on the agenda at the request of the shareholders of the Bank shall require a resolution to be passed by the General Meeting of the Bank and consent of all the shareholders of the Bank, who had requested to put such an item on the agenda of the General Meeting.

§ 10

1. Shareholders may attend General Meetings in person or by proxy.
2. The power of attorney to participate in the General Meeting and to exercise the voting right must be drawn up in the written form, otherwise invalid, and it should be enclosed with the minutes. The representatives of shareholders and their attorneys should present excerpts

from registers or other documents mentioning persons authorised to represent those entities. The power of attorney to participate in the General Meeting and to exercise the voting right may also be in the electronic form. The provision of a power of attorney in the electronic form does not require a secure digital signature verifiable with the use of a valid qualified certificate. Detailed principles of the shareholders' participation in the General Meeting and the procedure applied during the General Meeting, as well as the method of communication of shareholders with the Bank using the electronic communication media, including the notification on the provision of a power of attorney in the electronic form, are contained in the Regulations of the General Meeting.

3. The voting shall be open. Secret ballot shall be ordered in the case of voting on applications for dismissal of members of the Bank's bodies or liquidators, or for holding them liable, as well as on staff matters. Apart from the above, secret ballot shall be held upon demand of at least one of the shareholders present or one of shareholder proxies present.
4. Each share shall confer one vote at the General Meeting.

§ 11

The General Meeting shall be opened by the Chairman or Vice Chairman of the Supervisory Board. Should both of them be unable to open the General Meeting, the meeting shall be opened by a member of the Supervisory Board. Should any of those persons be absent the General Meeting shall be opened by the President of the Management Board or the person appointed by the Management Board. The General Meetings shall elect a Chairman from among the persons entitled to vote at the General Meeting or their proxies.

§ 12

1. The subject matter of the Ordinary General Meeting shall be to:
 - 1) examine and approve the Management Board's report on the Bank's operations and financial statements for the previous financial year,
 - 2) examine and approve the Management Board's activity report on the Bank's capital group and consolidated financial statement of the capital group for the previous financial year,
 - 3) pass a resolution on profit distribution or covering a loss,
 - 4) grant members of the Bank's bodies the vote of acceptance for the performance of their duties.
2. The competencies of the General Meeting include, moreover, passing of resolutions in the following matters:
 - 1) amendment of the Articles of Association of the Bank;
 - 2) appointing and recalling the members of the Supervisory Board;
 - 3) increasing or decreasing the share capital of the Bank;
 - 4) issuing convertible bonds and bonds with pre-emption right in taking up the shares of the Bank, as well as subscription warrants;
 - 5) redemption of shares and determination of detailed conditions of such redemption;

- 6) merger or liquidation of the Bank, choice of liquidators or the method of liquidation;
 - 7) determination of the principles of remuneration and the remuneration of the members of the Supervisory Board;
 - 8) matters submitted by the Supervisory Board or Bank Management Board;
 - 9) matters submitted by the shareholders in compliance with the regulations in force and these Articles of Association;
 - 10) other matters reserved by law and the provisions of these Articles of Association,
3. Purchase or sale of real property, share in real property, or the right of perpetual usufruct shall not require a resolution of the General Meeting.

§ 13

1. The General Meeting may pass resolutions only if it has been convened in compliance with Section 8 and if shareholders representing at least 50% of the share capital are present. If less than 50% of the share capital is represented at the General Meeting, the Management Board shall convene a General Meeting with the same agenda once again, setting a new date of such a meeting on the first possible date allowed by the law. Should this be the case, the next General Meeting shall be valid irrespective of the percentage of share capital represented, notwithstanding unconditionally binding provisions of the Commercial Companies Code.
2. Except as provided for in absolutely binding law and these Articles of Association, the resolutions of the General Meeting shall be passed with a simple majority of votes cast. The resolutions of the General Meeting on amendments to the Articles of Association, including in particular a change of the Bank's business name, its registered office, profile of activities referred to in § 5 (2), increase or decrease of the Bank's share capital, issue of convertible bonds and bonds with priority right of taking up the Bank's shares, as well as subscription warrants, and also liquidation or dissolution of the Bank, sales of the entire or part of the banking enterprise, are adopted with the majority of % of votes cast. A resolution on the merger of the Bank with another bank or credit institution, requires the resolution of the General Meeting adopted with the majority of two thirds of votes.

§ 14

1. The Bank may issue inscribed shares and bearer shares.
2. Bearer shares shall not be convertible into inscribed shares unless the obligation to convert follows from the law.

§ 15

General Meetings of Shareholders shall be held at the Bank's registered office.

2. SUPERVISORY BOARD

§ 16

1. The Bank Supervisory Board shall be composed of five to twelve members appointed for a joint three-year term of office by the General Meeting. The number of members of the Supervisory Board of the particular term of office shall be determined by the General

Meeting. At least half of the members of the Bank Supervisory Board should have good knowledge of the banking market in Poland, i.e. they should have a good command of Polish and have gained the required experience on the Polish market.

2. The Supervisory Board elects the Chairman and the Vice Chairman from among its members.
3. At least two members of the Supervisory Board should be independent members. Independent members of the Supervisory Board should not be related to the Bank, the Bank shareholders or employees in a manner which could significantly affect or give rise to a justified assumption that it significantly affects the ability of the independent member of the Supervisory Board to make unbiased decisions.
4. A person who jointly meets the following conditions is deemed to be an independent member of the Supervisory Board:
 - a) does not hold and has not held within the last five years the function of a member of the Management Board or another managerial function, regardless of the legal form of employment, in the Bank, its subsidiaries and dominant entity;
 - b) is not and has not been employed in the Bank, its subsidiaries or dominant entity, or in associated entities of the Bank, within the last three years;
 - c) does not receive any additional remuneration besides the consideration due for the membership in the Supervisory Board, or any other financial benefits from the Bank, its subsidiaries or its dominant entity, with the exception of benefits owed to it as a consumer who entered into an agreement on standard terms with the Bank, its subsidiary or dominant entity;
 - d) is not a shareholder or member of the management, managerial personnel or employee of the shareholder holding shares representing more than 5% of the general number of votes at the General Meeting of the Bank, nor is a member of the management, managerial personnel or employee of the shareholder of the Bank holding such number of shares which makes it possible to effectively control the Bank;
 - e) has not had during the year preceding the election for the Supervisory Board and does not have currently any material commercial or business connections with the Bank, its subsidiaries and dominant entity which could significantly affect its independence;
 - f) is not and has not been within the last three years a chartered auditor or employee, member of the management, managerial personnel or shareholder of an entity providing chartered auditor's services to the Bank, its subsidiaries or dominant entity;
 - g) is not a member of a management board in another company in which a member of the Bank Management Board is a member of the supervisory board;
 - h) does not have material connections with members of the Bank Management Board manifested in the joint shareholding in other companies or governing bodies of those companies;

- i) is not and has not been within the last three years a spouse, partner or relative of a member of the Bank Management Board, or an employee holding a position in the Bank which is directly subordinated to the Bank Management Board or a member of the Bank Management Board.
5. In the case where due to the expiry of mandates of certain members of the Supervisory Board or in the case where the General Meeting is incapable of appointing one or more members of the Supervisory Board, the number of members of the Supervisory Board is lower than that specified in the resolution of the General Meeting appointing members of the Bank Supervisory Board, but no lower than 5 (five), the Supervisory Board will be able to adopt valid resolutions until its composition is supplemented. In such a case the Management Board immediately calls the General Meeting in order to supplement the composition of the Supervisory Board.
6. Members of the Supervisory Board may perform their duties only personally, and members of the Supervisory Board may participate in the adoption of resolutions by the Supervisory Board, casting their votes in writing via another member of the Supervisory Board. The vote cast in writing via another member of the Supervisory Board may not concern matters introduced to the agenda at the meeting of the Supervisory Board. The adoption of resolutions under this procedure may not concern the election of the Chairman and the Vice Chairman of the Supervisory Board, appointment of a member of the Management Board as well as appointment and suspension of those persons in their duties.
7. A member of the Supervisory Board may be reappointed for the Supervisory Board but for no more than three consecutive terms of office.

§ 17

1. Without prejudice to the provisions of Section 16 paragraph 1, the mandate of the member of the Supervisory Board shall expire at the latest on the date of convening the General Meeting approving the financial statements of the Bank for the last full year of fulfilling the functions of the members of the Supervisory Board. The mandate of a member of the Supervisory Board appointed before the end of a given term of office of the Supervisory Board, shall expire at the same time when the mandates of the other member of the Supervisory Board expire. The mandate of a member of the Supervisory Board shall also expire due to the member's death or resignation from the Supervisory Board or recalling the member from the Supervisory Board.
2. The appointment of a new member for the Supervisory Board to replace the member whose mandate expired during the term of office of the Supervisory Board takes place in accordance with the rules specified in Section 16.

§ 18

1. The Supervisory Board acts pursuant to the By-laws passed by the Board itself.
2. The meetings of the Supervisory Board are convened and chaired by the Chairman, and in his or her absence, the Vice Chairman. The meetings of the Supervisory Board are convened in the form of a written notification sent no later than fourteen days before the proposed date of the meeting. The notification of the calling of the Supervisory Board to a meeting should specify the proposed date and time, place and agenda of the meeting.
3. The meetings of the Supervisory Board are convened as necessary, no less frequently, however than once a quarter.

4. A member of the Supervisory Board, as well as the Bank Management Board, may request that the Chairman or the Vice Chairman of the Supervisory Board convene a meeting of the Supervisory Board, quoting the proposed agenda. The Chairman, and if necessary the Vice Chairman, convenes meetings of the Supervisory Board within two weeks of receiving the request. If the Chairman or the Vice Chairman of the Supervisory Board fail to convene the meeting within two weeks of receiving the request mentioned in this paragraph 4, the applicant may convene a meeting of the Supervisory Board independently, specifying the proposed date and time, the place and agenda of the meeting.
5. The meetings of the Supervisory Board are minuted.

§ 19

1. For the validity of the resolutions of the Supervisory Board, it is required that all of the members of the Supervisory Board be notified in writing about the meeting and at least a half of the members of the Supervisory Board be present in the meeting, including the Chairman or Vice Chairman. If due to the absence of the Chairman or Vice Chairman in the meeting of the Supervisory Board, the Supervisory Board cannot pass valid resolutions, the meeting of the Supervisory Board shall be convened again, providing for fourteen-day's prior notice sent immediately after the end of the first meeting of the Supervisory Board, with the same agenda. In the second meeting of the Supervisory Board, the presence of the Chairman or Vice Chairman is not necessary for passing valid resolutions by the Supervisory Board.
2. Resolutions of the Supervisory Board are usually adopted by an ordinary majority of votes of Board members present at the meeting. In the case where the number of votes is equal, the Chairman of the Supervisory Board shall cast the deciding vote.
3. Resolutions concerning matters specified in Section 20 paragraph 1 point 1 item (k) below are adopted provided a majority of independent members of the Supervisory Board cast their votes for such resolutions.

§ 20

1. The competencies of the Supervisory Board, besides the rights and duties provided for in legal regulations and provisions of these Articles of Association, include also:
 - 1) adoption of resolutions concerning:
 - a) the annual financial plan of the Bank,
 - b) appointment and dismissal of members of the Bank Management Board,
 - c) determination of the principles specifying the Bank's involvement as a shareholder in banks or other business entities in Poland and abroad,
 - d) expression of consent to the acquisition or disposal of real estate, a share in real estate or perpetual usufruct, if their value amounts at least to 5,000,000 (five million) zlotys, and moreover it is not related to the satisfaction of the Bank's claims against its debtor, the granting of financing in the form of leasing or securing the Bank's receivables,
 - e) approving motions of the Bank Management Board concerning the establishment of a Bank branch abroad,

- f) adoption of regulations for granting credits, loans, bank guarantees or sureties to members of governing bodies of the Bank, persons in managerial positions and entities related to them organizationally and in terms of capital,
 - g) appointment of the statutory auditor to conduct the audit of the Bank's financial statements and consolidated financial statement of the capital group,
 - h) specification of principles of remuneration and amount of remuneration for members of the Management Board,
 - i) approval of the development strategy of the Bank, as prepared by the Management Board,
 - j) expressing consent to the conducting of operations the purpose of which is to contract a liability or dispose of assets with the total value in relation to one entity exceeding 10% of shareholders' equity, with the exception of banking operations mentioned in Section 5 paragraph 2, operations mentioned in Sections 5 paragraph 3 point 3 and Section 6 point 3, and contracting of lombard loans,
 - k) expressing consent to the conducting of transactions with the Bank's related entities which may not be classified jointly as typical transactions conducted as part of the current activities of the Bank, concluded on market conditions,
 - l) approval of the Bank's organizational regulation settled by the Management Board,
 - m) establishment of the consolidated text of the Articles of Association immediately after the General Meeting which resolved the amendments to the Articles of Association and introduction of other editorial amendments specified in the General Meeting's resolution.
- 2) holding continuous supervision over the Bank's operations, and in particular:
- a) evaluation of the report of the Management Board on the Bank's operations, and the Bank's financial statements for the previous financial year, as regards their compliance with books of accounts and documents, as well as the facts, evaluation of the Management Board's motions concerning the division of profit or covering of loss,
 - b) evaluation of the report on operations and financial statements for the previous financial year for the capital group, as regards their compliance with books of accounts and documents, as well as the facts,
 - c) suspension - for valid reasons - of individual or all members of Management Board in their duties,
 - d) delegation of members of the Supervisory Board for a period not exceeding three months to perform temporarily the duties of members of the Management Board who have been dismissed, who resigned or cannot hold their functions for other reasons,
 - e) submission of an annual written report to the General Meeting on the results of the evaluation mentioned in items a, b and f of this provision of the Bank's Articles of Association,

- f) supervision over the implementation of the internal control system and evaluation of the adequacy and efficiency of the Bank's internal control system.
2. The Supervisory Board provides opinion to any motions and matters requiring a resolution of the General Meeting except for draft resolutions relating to organizational and formal matters. The members of the Supervisory Board participate in the General Meetings. Failure to provide the opinion by the Supervisory Board does not limit the right of the Management Board to convene the General Meeting and including the particular matters in the agenda of the Meeting.
3. The Supervisory Board represents the Bank in the agreements and disputes with the members of the Bank Management Board, acting through two members authorized by the Supervisory Board, providing that one of the members is the Chairman or the Vice Chairman of the Supervisory Board in the case of employment agreements and non-competition agreements, or through one member authorized by the Supervisory Board in the case of other agreements concluded with members of the Management Board.
4. The Supervisory Board may adopt resolutions in writing or using means of direct remote communication.
5. The Supervisory Board creates internal committees composed of members of the Supervisory Board, in particular with regard to the Bank's internal audit. The organization, competencies and scope of the responsibilities of the internal committees are specified in the By-laws of the Supervisory Board. The duties of the Internal Audit Committee of the Bank include in particular the supervision over the operations of the Internal Audit Department.
6. The Internal Audit Committee of the Bank is composed of at least one independent member of the Bank Supervisory Board mentioned in Section 16 paragraph 4 of the Articles of Association with qualifications and experience in accounting and finance.
7. The Internal Audit Committee of the Bank shall include at least one member of Supervisory Board of the Bank, who shall fulfil conditions of independence stipulated in the Act of Law on the statutory auditors and their self-governing, entities authorized to audit the financial statements and on public supervision and who has qualifications on the field of accountancy and audit.

IV. BANK MANAGEMENT BOARD

§ 21

1. The Bank Management Board consists of four to twelve members, and from January 1, 2018 – of four to nine members. The members of the Management Board are appointed for a common term of three years.
2. The members of the Management Board are: President, First Vice President, Vice Presidents and/or Members of the Management Board, who are appointed, recalled and suspended in their activities by the Supervisory Board.
3. At least two members of the Bank Management Board, including the President of the Management Board, should have knowledge and experience necessary to enable them to manage the Bank in a stable and cautious way.

4. At least half of the members of the Bank Management Board should have good knowledge of the banking market in Poland, i.e. they should permanently reside in Poland, have a good command of Polish and have gained the required experience on the Polish market.

§ 22

1. The Bank Management Board runs the Bank's affairs and represents the Bank against third parties.
2. The competencies of the Bank Management Board include any matters that have not been reserved in legal regulations or these Articles of Association to the competencies of the other governing bodies of the Bank. In particular the following matters require a resolution of the Management Board:
 - 1) preparing a draft strategy of the Bank development and submission of the same to the Supervisory Board for approval;
 - 2) preparing the financial plan and accepting the report from the plan execution;
 - 2a) acceptance of the report on the activity of the Bank, Bank's financial statements and report on the activity of the Capital Group and consolidated financial statements of the Capital Group;
 - 3) determination of the human resources policy, in particular with regard to the principles of remuneration, the headcount structure and profile, and the principles of the social policy;
 - 4) determination of the Bank product policy;
 - 5) determination of the organizational structure of the Bank;
 - 6) creation and winding up of the Bank committees, plus determination of their competencies;
 - 7) appointing commercial representatives;
 - 8) determination of the area of management supervised by the particular members of the Management Board;
 - 9) passing and submitting to the Supervisory Board for approval of the Management Board By-laws;
 - 10) determination of the principles of functioning of the internal control and audit;
 - 11) making decisions on purchasing or selling real estate or the perpetual usufruct right, if their value is lower than 5,000,000 (five million) zlotys, unless purchasing or selling real estate or the perpetual usufruct right is related to the satisfaction of the claims of the Bank against its debtors, securing the receivables of the Bank or granting of financing in the form of leasing, regardless of the value of the real estate or the interest in the real estate or the perpetual usufruct right;
 - 12) without prejudice to point 11 and paragraph 3 below, making decisions on assuming obligations and managing a right, if the total value of the same with regard to one entity exceeds 5% of equity.

3. The resolution of the Management Board mentioned in paragraph 2 point 12 is not required in the event of providing bank services determined in Section 5 paragraph 2 point 9, the services determined in Section 6 point 3, plus taking out lombard loans. In such case the members of the Management Board should be notified about the planned activity by electronic mail. The detailed manner and the principles of carrying out the activities, if the total value with regard to one entity exceeds 5% of equity, shall be determined in a resolution of the Bank Management Board.
4. The Management Board operates based on By-laws passed by the Management Board and approved by the Supervisory Board.

§ 23

The resolutions of the Bank Management Board are adopted by ordinary majority of votes cast. In the case of an even number of votes the President of the Management Board shall cast the deciding vote. The resolution of the Bank Management Board concerning the adoption of the draft development strategy of the Bank requires the casting of the vote "for" by all members of Management Board.

§ 24

1. The appointment of a commercial representative requires the consent of all members of the Management Board. Each member Management Board may cancel the commercial representation.
2. The power of attorney are granted by two members of the Management Board acting jointly, one member of the Management Board acting with the commercial representative, or two commercial representatives acting jointly as well as proxies within the powers of attorney granted to them.

§ 25

1. The President of the Bank Management Board manages the current activities of the Bank and represents the Bank Management Board against third parties, plus coordinates the work of the other members of the Bank Management Board, convenes the meetings of the Management Board and chairs the meetings, plus applies to the Supervisory Board for appointing further members of the Management Board. The President of the Management Board shall supervise in particular the Bank Management Area comprising, in particular, the Legal Department, Internal Audit Department, Compliance Department.
2. The basic duties of the Management Board member appointed upon consent of the Polish Financial Supervision Authority include the management of risk, including credit risk.

§ 26

1. The declarations of will on behalf of the Bank are submitted by:
 - 1) two members of the Management Board acting jointly or one member of the Management Board together with the commercial representative or proxy acting within the power of attorney granted,
 - 2) commercial representatives - acting within the competencies resulting from the provisions on commercial representation and in the case of the establishment of a joint commercial representation, two commercial representatives acting jointly or

one member of the Management Board together with the commercial representative.

2. For the performance of operations mentioned in paragraph 1, also proxies acting independently or together with another authorized person (proxy, commercial representative or member of the Bank Management Board), within the limits of the powers of attorney granted, may be appointed.

V. ORGANIZATION OF THE BANK

§ 27

1. Organizational entities of the Bank are:
 - 1) The Bank's Head Office consisting of: bureaus, departments, centres and the Management Board Office;
 - 2) regional centres and branches;
 - 3) other organizational units specified in the regulations mentioned in paragraph 2,
 - 4) representative offices and foreign branches.
2. The organizational structure of the Bank is determined by the organizational regulations determined by the Bank Management Board and approved by the Supervisory Board. The organizational structure of the Bank Head Office is specified by the regulations determined by the Bank Management Board.

VI. BANK CAPITAL AND FUNDS

§ 28

1. The Bank's shareholders' funds are:
 - 1) Basic funds,
 - 2) Supplementary funds,
2. The basic funds of the Bank include:
 - 1) fundamental funds, including:
 - a) share capital,
 - b) supplementary capital,
 - c) reserve capital,
 - 2) additional items of basic funds, including:
 - a) general risk fund for unidentified risk of banking operations,
 - b) retained profit from previous years,
 - c) other items of the balance sheet, determined by the Banking Supervision Commission,

- d) profit under approval and net profit for the current reporting period, calculated in accordance with the accounting principles in force, decreased by all anticipated encumbrances and dividends, in amounts not exceeding the amounts of profit verified by chartered auditors,
- 3) items decreasing basic funds, specified in the Banking Law Act.
3. Supplementary funds established pursuant to the resolutions of the General Meeting of Shareholders. The inclusion of funds under supplementary funds is decided by the provisions of the Banking Law Act.
4. The Bank may create and liquidate special funds pursuant to the resolutions of the General Meeting of Shareholders.

§ 29

1. The Bank's share capital amounts to PLN 84,238,318 (eighty four million two hundred thirty eight thousand three hundred eighteen) and is divided into 84,238,318 (eighty four million two hundred thirty eight thousand three hundred eighteen) registered shares and bearer shares with the nominal value of PLN 1 each, including:
 - a) 15,088,100 (fifteen million, eighty-eight thousand, one hundred) series A shares, from number 00000001 to number 15088100,
 - b) 7,807,300 (seven million, eight hundred and seven thousand, three hundred) series B shares, from number 0000001 to number 7807300,
 - c) 247,329 (two hundred and forty-seven thousand, three hundred and twenty-nine) series C shares, from number 000001 to number 247329,
 - d) 3,220,932 (three million, two hundred and twenty thousand, nine hundred and thirty-two) series D shares, from number 0000001 to number 3220932,
 - e) 10,640,643 (ten million, six hundred and forty thousand, six hundred and forty-three) series E shares, from number 00000001 to number 10640643,
 - f) 6,132,460 (six million, one hundred and thirty-two thousand, four hundred and sixty) series F shares, from number 0000001 to number 6132460,
 - g) 8,000,000 (eight million) series G shares, from number 0000001 to number 8000000,
 - h) 5,002,000 (five million, two thousand) series H shares from number 0000001 to number 5002000, and
 - i) 28,099,554 (twenty eight million ninety nine thousand five hundred fifty four) series I shares from number 00000001 to number 28099554.

All registered shares which have previously been deposited in the depository maintained by an investment company indicated by the Bank in accordance with Article 6 (1) of the Act of 29 July 2005 on Trading in Financial Instruments (consolidated text in Dz. U. (Journal of Laws) of 2014, Item 94), will be converted into bearer shares subject to their dematerialization. The conversion of the registered shares deposited in the depository mentioned in the previous sentence into bearer shares will take place automatically, upon their dematerialization. The dematerialization of shares, in accordance with Article 5 (1) of the Act on Trading in Financial Instruments takes place upon the registration of shares on

the basis of an agreement with the National Depository for Securities. All dematerialized shares of the Bank shall be the subject of an application for their admission to trading on the regulated market operated by the Warsaw Stock Exchange. The shares which have not been dematerialized remain registered shares in the form of a document.

2. The Bank may issue other shares.
3. The Bank's shares may be issued in the form of global share certificates.
4. Shareholders have the pre-emption right to claim new shares proportionally to the number of shares held.
5. In the event that a request is submitted to the Management Board of the Bank, by a shareholder entered into share register, for a duplicate of a share certificate that has been destroyed or lost, the provisions of the decree on the redemption of lost documents dated 10 December 1946 (J.L. 1947, No. 5, item 20) shall not apply. The request must include the series, number of the share it refers to and statement regarding lost or destruction of the share certificate. The Management Board of the Bank shall make an announcement on the destruction or loss of the share certificate, calling on those who are in possession of the share certificate to submit it to the Bank together with their claims thereto, within the period specified by the Management Board of the Bank, which shall in no case be shorter than one week, or else the share certificate will be cancelled by the Management Board of the Bank and the duplicate will be issued to the person entered in the share register as being entitled to it. If a person who claims to have rights to the share certificate submits the share certificate within the deadline, the Management Board of the Bank shall inform the requester of this fact, close the proceedings concerning the issuance of a duplicate of the share certificate and return the share certificate to the person who submitted it. If the person who does not claim to have rights to the share certificate submits the share certificate, the Management Board of the Bank shall award it to the person entered in the share register as being entitled to it. The costs of making the announcements and issuing the duplicate shall be incurred by the requester. The same rules shall apply to multiple-share certificates.

§ 30

1. The Bank's shares may be redeemed.
2. The method, procedure and terms of redemption of shares is determined each time by the General Meeting .

§ 31

1. Series B registered shares are preference shares.
2. The preference mentioned in paragraph 1 covers the right to acquire the payment of full nominal amount per share in the case of liquidation of the Bank after creditors' claims have been satisfied, before the payments per ordinary shares, where the payments may be insufficient to cover the nominal value of those shares as a result of the execution of the right of preference.
3. In the case where B series inscribed shares are transformed into bearer shares, the preference mentioned in paragraph 2 shall expire.

§ 32

1. The supplementary capital is created from write-downs from net profit generated in the financial year, and also the surplus acquired from the issue of shares above the nominal value, remaining after the costs of the issue have been covered, from additional payments made by the shareholders in exchange for the awarding of individual rights to their existing shares, without raising the share capital. The supplementary capital may be used to cover balance sheet loss.
2. The reserve capital is created independently of the supplementary capital from write-downs from net profit achieved in the financial year, to be used to cover the balance sheet loss.
3. The general risk fund for unidentified risk of banking operations is created from the write-downs from net profit in the amount adopted by the General Meeting of Shareholders. The general risk fund is allocated for unidentified risk of banking operations.

VII. PROCEDURE OF ISSUANCE OF INTERNAL REGULATIONS

§ 33

1. The internal regulations of the Bank are issued in the form of:
 - 1) Resolutions of the General Meeting;
 - 2) Resolutions of the Supervisory Board;
 - 3) Resolutions of the Management Board of the Bank;
 - 4) Circular letters of members of the Management Board of the Bank;
 - 5) Circular letters of the executive directors of the Bank;
 - 6) Circular letters of the persons authorized by the President of the Bank;
 - 7) Circular letters of the directors of the basic organizational units of the Bank Head Office;
 - 8) By-laws of the organizational units of the Bank issued by the directors of the organizational units of the Bank;
 - 9) By-laws of the basic organizational units of the Bank Head Office issued by the directors of the basic organizational units of the Bank Head Office;
2. The competence to issuing the internal regulations shall be entitled to:
 - 1) General Meeting - in the scope of specified legal rules and provisions of the Articles of Association of the Bank;
 - 2) Supervisory Board - in the scope of specified legal rules and provisions of the Articles of Association of Bank;
 - 3) Management Board of the Bank - in the scope of specified legal rules, including also issuance in a form of resolutions: specimens of the agreements, by-laws, general terms of agreements and also polices and methodologies, unless a different meaning is implied in the Articles of Association of Bank,

- 4) member of the Management Board of the Bank - with reference to the management areas supervised by such member of the Management Board stipulated in organizational structure of the Bank, including issuance in the form of circular letter of specimens of forms, procedures and official instructions,
 - 5) executive directors - with reference to the divisions supervised by such executive director, stipulated in organizational structure of the Bank, including also issuance in the form of circular letter of specimens of forms, procedures and official instructions,
 - 6) persons authorized by the President of the Bank - in scope of stipulated in an authorization, including issuance in the form of circular letter of specimens of forms, procedures and official instructions,
 - 7) director of the organizational unit of the Bank - in scope of issuing by-law of the organizational units of the Bank
 - 8) director of the basic organizational unit of the Bank Head Office - in scope of issuing internal regulations in form of circular letters and By-law of the basic organizational units of the Bank Head Office.
3. The detailed principles and methods of preparing, advising on, issuing (also approving) and announcing internal regulations in the Bank are determined by virtue of a resolution of the Management Board.”

§ 34

A company social benefit fund is created in the Bank. The principles of creation and utilisation of that fund are specified in separate regulations.

VIII. PRINCIPLES OF FUNCTIONING OF THE INTERNAL CONTROL SYSTEM

§ 35

1. The Bank has a system of internal audit which has been adapted to organizational structure, which includes organizational units and basic organizational units of the Bank and Bank's subsidiaries.
2. The purpose of the Bank's system of internal audit is supporting the decision making process which contributes to the ensuring of:
 - 1) effectiveness and efficiency of the Bank's operations,
 - 2) reliability of financial statements,
 - 3) compliance of the Bank's operations with the legal rules and internal regulations.
3. The Bank's system of internal audit includes:
 - 1) risk control mechanisms,
 - 2) evaluation of the compliance of the Bank's operations with the legal rules and internal regulations,
 - 3) internal audit,
 - 4) functional control.

4. The Bank has an individual organizational unit executing internal audit, and its task is audit and evaluation, in an independent and objective manner, of the adequacy and efficiency of the internal audit system and providing opinions on the Bank's management system including effectiveness of managing risk concerning the Bank's operations. Detailed principles of the internal audit system are stipulated in the Bank's internal regulations.
5. The Director of the Internal Audit Department shall report directly to the President of the Management Board.

IX. FINANCIAL MANAGEMENT OF THE BANK, DIVISION OF PROFIT, ACCOUNTING

§ 36

The financial management of the Bank is conducted on the basis of annual financial plans approved by the Supervisory Board. Detailed principles of financial management of the Bank are determined by the Bank Management Board.

§ 37

The balance sheet profit of the Bank, decreased by deductions resulting from tax liabilities and equivalent payments pursuant to separate regulations, is appropriated for the purposes specified in the resolution of the General Meeting on the appropriation of profit.

§ 38

1. The Bank keeps accounting on the basis of regulations in force in that respect.
2. The accounting organization and method is determined by the Bank Management Board.

§ 39

1. The annual financial statements, including the balance sheet, profit and loss account, and other components of the financial statements, as well as the report on the Bank's operations, are drawn up in accordance with rules and within deadlines specified in separate regulations.
2. The financial year shall be the calendar year.

X. FINAL PROVISIONS

§ 40

1. In the case of liquidation of the Bank and appointment of liquidators, the rights and duties of the Bank Management Board shall cease.
2. The General Meeting of Shareholders and the Supervisory Board retain their rights during the entire duration of the liquidation until its conclusion.

§ 41

In all matters not regulated in these Articles of Association, legal regulations in force shall apply.

This resolution comes into effect as of the day of its adoption, however the amendments to the Articles of Association of Bank Gospodarki Żywnościowej S.A. will come into effect along with the merger of Bank Gospodarki Żywnościowej S.A. and BNP Paribas Bank Polska S.A. on the basis of the resolution no. [●] of this Extraordinary General Meeting. The merger will be consummated once all the required regulatory consents and approvals related to the merger are obtained, including:

- (a) the Financial Supervision Authority's (the "**KNF**") permit for the merger, pursuant to the provisions of Article 124 item 1 of the Banking Law;
- (b) the KNF's permit for the amendments to the Articles of Association of Bank Gospodarki Żywnościowej S.A., pursuant to the provisions of Article 34 item 2 in conjunction with Article 31 item 3 of the Banking Law;
- (c) the decision on non-objection of the KNF to the acquisition by Bank Gospodarki Żywnościowej S.A. of shares in Towarzystwo Funduszy Inwestycyjnych BNP Paribas Polska Spółka Akcyjna with its registered office in Warsaw (pursuant to the provisions of Article 54 item 1 of the Act of May 27, 2004 on investment funds) or when the statutory time period for the KNF to deliver the abovementioned decision has lapsed;
- (d) the decision of the competent regulatory authority within the framework of the SSM on non-objection to the strategic decision of BNP Paribas Fortis SA/NV underlying the Merger or the lapse of the statutory time period for the competent regulatory authority to deliver a decision raising objections to that strategic decision;
- (e) the decision on the approval by the KNF of the information memorandum of Bank Gospodarki Żywnościowej S.A. pursuant to Article 38b Section 1 in conjunction with Article 7 Section 7 Item 1) and Article 7 Section 14 Item 1) of the Act of July 29, 2005 on public offers and the conditions for introducing financial instruments to the organized trading system, and on public companies (Dziennik Ustaw No. 184, item 1539, as amended);
- (f) the KNF's permit for Bank Gospodarki Żywnościowej S.A. to carry out the brokerage activity consisting in managing portfolios, including one or more financial instruments, pursuant to the provisions of Article 69 Section 1 and Section 2 item 4) of the Act of July 29, 2005 on trading in financial instruments.

**Resolution No. ...
of the Extraordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated February 25, 2015**

on the acknowledgement of the information on the issue of the "Principles of Corporate Governance For Supervised Institutions" and their adoption by the Bank BGŻ S.A. as well as on the adoption by the General Meeting of the "Principles of Corporate Governance For Supervised Institutions" in regard to principles pertaining to shareholders and the General Meeting.

The Extraordinary General Meeting of BGŻ S.A. („**General Meeting**") resolves as follows:

§ 1

The General Meeting acknowledges of the information on the issue and adoption by Bank BGŽ S.A. of the „Principles of Corporate Governance For Supervised Institutions” according to the Enclosure to this Resolution.

§ 2

At the same time the General Meeting adopts the „Principles of Corporate Governance For Supervised Institutions” in regard to principles pertaining to shareholders an the General Meeting.

§ 3

The Resolution shall come into force on the date of its adoption.

PRINCIPLES OF CORPORATE GOVERNANCE FOR SUPERVISED INSTITUTIONS

		Content of principles	principle application (YES/PARTIALLY/NO)	for PARTIALLY: to which extend/how the rule is implemented and for NO: the reason of deviation from
I. ORGANISATION AND ORGANISATIONAL STRUCTURE				
§ 1.	1	The organisation of a supervised institution should enable meeting long-term goals of the conducted activity.	YES	
	2	The organisation of a supervised institution should cover management and exercise of control, internal reporting, information flow and protection, and document circulation systems, which should be properly regulated in internal regulations.	YES	
	3	The organisation of a supervised institution should be reflected in the organisational structure.	YES	
	4	A supervised institution should ensure transparency of the organisational structure regulated in internal regulations by placing at least the basic organisational structure on the website.	YES	
§ 2.	1	A supervised institution should have an organisational structure which is transparent and adequate to the scale and nature of the conducted activity and the risk taken, in which the professional structure, tasks and scope of duties and responsibility are clearly ascribed and appropriately assigned. The organisational structure should cover and reflect the whole range of activities of the supervised institution, clearly separating each key function in the scope of the performed tasks. This pertains both to the division of tasks and responsibilities among members of the management body of the supervised institution, as well as the division of tasks and responsibilities among the organisational units of the head office, branches and specific positions or groups of positions.	YES	
	2	An organisational structure should be determined in a way which prevents the occurrence of doubt as to the scope of tasks and responsibilities of respective organisational units, branches and positions or groups of positions, in particular to prevent the occurrence of overlapping of duties and responsibilities of organisational units, branches and positions or groups of positions.	YES	
§ 3.	–	A supervised institution shall be obliged to comply with the requirements resulting from legal regulations and take into account the supervisory recommendations issued by the appropriate supervision bodies, in particular the FSC or the European Banking Authority (EBA), the European Securities and Markets Authority (ESMA), the European Insurance and Occupational Pensions Authority (EIOPA) respectively, as well as the obligations and declarations made before supervision authorities, and take into account individual recommendations issued by the supervision authorities.	YES	
§ 4.	1	A supervised institution should determine its own strategic goals, taking into account the nature and scale of the conducted activity.	YES	
	2	The organisation of a supervised institution should enable reaching the set strategic goals, taking into account the need to efficiently monitor the risk existing in its business.	YES	

	3	The organisation of a supervised institution should enable immediate undertaking appropriate actions in emergencies, when it is necessary to waive or it is not possible to implement the adopted strategic goals due to unexpected changes in the economic or legal environment of the supervised institution or when further implementation of the adopted goals may lead to violation of the standards defined in the regulations concerning the operations of the supervised institution or established principles of conduct.	YES	
	4	The organisation of a supervised institution should ensure that: 1) performance of tasks from the scope of the activity of the entity is entrusted to people who have the necessary knowledge and skills, who are supervised by people who also have the appropriate experience, 2) determining the scope of the entrusted tasks, the possibility of proper and reliable performance of the tasks at a given position is taken into account, 3) employee rights are adequately protected and their interests are properly taken into account, especially through the application of transparent and objective principles of employing and remunerating, appraisal, as well as rewarding and career advancement.	YES	
§ 5.	1	When developing or amending the organisational structure, its consistence shall be ensured, particularly with the internal constitution, with referring to the creation and functioning of a supervised institution and the method of operation of its bodies.	YES	
	2	The above requirement referring to the organisational structure should be kept also with reference to other internal documents related to the organisation and functioning of specific organisational units and positions in the head office, as well as branches and organisational units, as well as positions or groups of positions.	YES	
	3	The employees of a supervised institution should be ensured proper access to information on the scopes of entitlements, duties and responsibilities of particular organisational units.	YES	
§ 6.	1	In the event of introduction into a supervised institution of an anonymous way of notifying the governing body or the supervisory body about any abuses in the supervised institution, there should be ensured the possibility to use that tool by employees without the fear of suffering negative consequences from the management and other employees of the supervised institution.	YES	
	2	The governing body should present reports concerning notifications of serious abuses to the supervisory body.	YES	
§ 7.	–	A supervised institution shall apply business continuity planning in order to ensure continuity of operations and mitigation of losses in the event of serious disturbances in the entity's business activity.	YES	
II. RELATION WITH SUPERVISED INSTITUTION'S SHAREHOLDERS				
§ 8.	1	A supervised institution should act in the interest of all shareholders, respecting the clients' interests.	YES	
	2	A supervised institution, when conducting business activity, should take into account the interests of all stakeholders, as long as they are not contrary to the interests of the supervised institution.	YES	
	3	A supervised institution should ensure adequate access to information for shareholders, in particular in the case of decisions made by the General Meeting. Providing information to shareholders, its reliability and completeness shall be ensured, without preferential treatment of selected shareholders.	YES	

	4	A supervised institution, when justified by the number of shareholders, should strive for facilitating the participation of all shareholders in the meeting of the General Meeting of the supervised institution, among others, through ensuring the possibility of electronic active participation in the meetings of the General Meeting.	NO	The Bank's articles of association does not foresee the possibility of participating during the GM via electronic means. Due to the fact that over 98.97% shares is held in the hands of two shareholders, the Bank will not be decided to withhold from the possibility of allowing shareholders to participate in the GM via electronic means.
§ 9.	1	Shareholders of a supervised institution should cooperate to implement its goals and to ensure the security of the operations of that institution.	For GM decision	The principle pertains to the shareholders of the Bank. Shareholders of the Bank cooperate in this respect, exercising the rights conferred on them by the Act of Law and the Bank's Articles of Association.
	2	Shareholders may influence the functioning of a supervised institution only through the decisions of the General Meeting, without infringing upon the prerogatives of the other bodies. Unauthorised exertion of influence on the General Meeting or Supervisory Board should be reported to the Polish Financial Supervision Authority.	For GM decision	Shareholders of the Bank cooperate in this respect, exercising the rights conferred on them by the Act of Law and the Bank's Articles of Association.
	3	Shareholders shall be guided in their decisions by the interest of the supervised institution.	For GM decision	The principle pertains to the shareholders of the Bank. The Bank plans to present the above principle to the General Meeting of the Bank during the next meeting.
	4	A meeting of the General Meeting required for further proper functioning of a supervised institution should be called without delay.	YES	
	5	Shareholders should efficiently use the tools of ownership supervision, so as to ensure proper functioning of the management body and supervisory body of the supervised institution. The bodies of the institution should function in a way that ensures separation of the ownership and management functions. Combining the role of shareholder with a management function shall require limitation of the role of entities related to the person in the supervisory body, to avoid lowering the efficiency of internal supervision.	For GM decision	Shareholders of the Bank cooperate in this respect, exercising the rights conferred on them by the Act of Law and the Bank's Articles of Association. The Bank, as a public company, has two independent members of SB.
	6	Any occurring conflicts between shareholders should be resolved without delay, so as to prevent the occurrence of infringement of the interest of the supervised institution and its clients.	For GM decision	The principle pertains to the shareholders of the Bank.
§ 10.	1	Shareholders may not interfere with the way of exercising management, including running affairs by the management body of the supervised institution.	YES	
	2	Introduction of personal entitlements or other special entitlements for shareholders of a supervised institution should be justified and should serve to implement important goals of the operations of the supervised institution. Holding such entitlements by shareholders should be reflected in the essential internal constitutional act of that institution.	YES	
	3	Shareholders' entitlements should not lead to hindering proper functioning of the bodies of the supervised institution or discrimination of the other shareholders.	YES	
	4	Shareholders should not use their position for making decisions leading to the transfer of assets from the supervised institution to other entities, or purchasing or making other transactions causing disposal by the supervised institution of its assets on terms other than market terms, or with a threat to the security or interest of the supervised institution.	For GM decision	This principle pertains to Bank's shareholders. Shareholders of the Bank in this respect, exercise the rights conferred on them by generally applicable rules. The management of the Bank is the responsibility of the Management Board, which operates under the provisions of law and the Articles of Association, which do not provide such rights to shareholders.
§ 11.	1	Execution of a transaction with related party should be justified by the interest of the supervised institution and should be made in a transparent way.	YES	
	2	Transactions with related parties, which have a significant impact in the financial or legal situation of the supervised entity or lead to the purchase or sale, or a different disposal of a significant part of the assets, shall require obtaining an opinion from the supervisory body. If members of the supervisory body report a dissenting opinion, the information and causes of voicing a dissenting opinion shall be included in the minutes.	YES	

	3	In the event that the decision concerning a transaction with an related party was made by the General Meeting, all shareholders should have access to any information necessary for assessment of the terms on which the transaction is to be executed and its impact on the situation of the supervised institution.	YES	
§ 12.	1	Shareholders shall be responsible for immediate capital increase of the supervised institution when it is necessary for maintaining own capitals of the supervised institution at a level required by the legal regulations or supervision regulations, as well as when this is required by the security of the supervised institution.	For GM decision	The principle pertains to the shareholders of the Bank. The law nor the Articles of Association do not impose any obligation upon the shareholders to increase the Bank's capital.
	2	Shareholders should be responsible for immediate provision of financial support to the supervised institution, should it be necessary for maintaining liquidity of the supervised institution at a level required by the legal regulations or the supervision regulations, as well as when this is required by the security of the supervised institution.	For GM decision	
	3	Decisions on whether to pay the dividend or not should depend on the need to maintain a proper level of own capitals and implementation of the strategic goals of the supervised institution, as well as they should take into account the guidelines and individual recommendations issued by the supervision bodies.	For GM decision	
III. MANAGEMENT BODY				
§ 13.	1	The management body shall be collective.	YES	
	2	A member of the management body should have the competences to run the affairs of the supervised institution resulting from: 1) knowledge (possessed as a result of education, undergone trainings, obtained professional qualifications or acquired in the course of professional career), 2) experience (gained in the course of performing specific functions or occupying specific positions), 3) skills necessary to perform the entrusted function.	YES	
	3	A management body member should warrant due performance of the duties entrusted to him or her.	YES	
	4	Individual competences of specific members of the collective management bodies should complement one another, so as to enable ensuring proper level of collective management of the supervised institution.	YES	
	5	The composition of the management body shall include an appropriate participation of people who speak Polish and manifest an appropriate experience and knowledge of the Polish financial market necessary for managing a supervised institution on the Polish financial market.	YES	
§ 14.	1	A management body, acting in the interest of the supervised institution, should have regard to the goals and principles of the conducted business activity and the supervised institutions as defined in the legal regulations, internal regulations and supervision guidelines.	YES	
	2	A management body, implementing the adopted operational strategy, should be guided by the security of the supervised institution.	YES	
	3	A management body should be the only one entitled to and responsible for management of the operations of the supervised institution.	YES	
	4	Management of the operations of a supervised institution encompasses in particular the functions of conducting affairs, planning, organising, deciding, directing and controlling the operations of the institution.	YES	
§ 15.	1	The management body shall have a separated function of the president of the management board to lead the work of that body.	YES	

	2	Management body members shall bear collective liability for the decisions reserved as competency of the management body, regardless of the Introduction of internal division of responsibilities for specific areas of operations of the supervised institution among the members of the management body or delegating specific entitlements to lower management levels.	YES	
	3	An internal division of responsibilities into specific areas of operations of the supervised institution among the members of the management body should be made in a transparent and unequivocal manner, and should be reflected in the internal regulations. The division should not lead to an unnecessary overlap of the competences of the members of the management body or internal conflicts of interests.	YES	
	4	An internal division of responsibilities among the members of a management body should not lead to a situation when a specific area of the supervised institution's operations is not attributed to any member of the management body.	YES	
§ 16.	1	It is proper that meetings of a management body shall be held in Polish. In case of need, necessary assistance of an interpreter should be ensured.	YES	The meetings of the Management Board are conducted according to the By-laws of the Management Board.
	2	Minutes and the contents of adopted resolutions or other decisions of the management body of a supervised institution should be made in Polish or translated into Polish.	YES	
§ 17.	1	Fulfilling a function in the management body should constitute the main area of professional activity of a management body member. Additional professional activity of a management body member beyond the supervised institution should not lead to such involvement of time and workload which would have an adverse impact on proper performance of the function fulfilled by the person in the management body of the supervised institution.	YES	
	2	In particular, a member of the management body should be a member of bodies of other entities if the time dedicated to performance of the function in the other entities prevents reliable performance of the duties in the supervised institution.	YES	
	3	A management body member should refrain from undertaking professional or non-professional activity which could lead to the occurrence of a conflict of interest or have an adverse impact on his or her reputation as a member of the management body of a supervised institution.	YES	
	4	The principles of mitigating a conflict of interests should be defined in an appropriate internal regulation determining, among others, the principles of identification, management and prevention of conflicts of interests, as well as the principles of excluding a management body member in the case of the occurrence of a conflict of interest or the possibility of its occurrence.	YES	
§ 18.	–	In the event of an incomplete composition of the management body of a supervised institution, it should be supplemented without delay.	YES	

IV. SUPERVISORY BODY

§ 19.	1	A member of the supervisory body should have the competences to properly perform the obligations of supervising the supervised institution resulting from: 1) knowledge (possessed as a result of education, undergone trainings, obtained professional qualifications or academic titles, or acquired otherwise in the course of professional career), 2) experience (gained in the course of performing specific functions or occupying specific positions), 3) skills necessary to perform the entrusted function.	YES	
	2	Individual competences of specific members of the collective supervisory bodies should complement one another, so as to enable ensuring proper level of collective exercise of supervision over all areas of activity of the supervised institution.	YES	
	3	A member of a supervisory body should warrant due performance of the duties entrusted to him or her.	YES	
	4	The composition of the management body shall include an appropriate participation of people who speak Polish and manifest an appropriate experience and knowledge of the Polish financial market necessary for supervision over a supervised institution on the Polish financial market.	YES	
§ 20.	1	A supervisory body shall exercise supervision over the affairs of the institution, while being guided when performing his or her tasks with care for proper and secure operations of the supervised institution.	YES	
	2	A supervisory body should have the ability to undertake necessary supervisory activities on an ongoing basis, especially during the implementation of the adopted strategic goals or significant changes in the level of risk or occurrence of significant risks in the operations of the supervised institution, as well as in the scope of financial reporting, including introduction of major changes to the accounting policy which have a significant impact on the contents of the financial information.	YES	
	3	A supervisory body and its particular members shall, when exercising supervision, be guided by impartial assessment and judgement.	YES	
§ 21.	1	The number of members of a supervisory body shall be adequate to the nature and scale of the activity conducted by the supervised institution.	YES	
	2	A supervisory body shall have a separated function of the chairman to lead the work of the supervisory body. The selection of the president of the supervisory body shall be made on the basis of experience and ability to lead a team, taking into account the criterion of independence.	YES	
§ 22.	1	The composition of a supervised institution's supervisory body shall include an appropriate proportion of independent members, and when this is not possible, appointed from among candidates identified by minority shareholders. Independence is manifested, most of all, in lack of direct and indirect connections with the supervised institution, members of the management and supervisory bodies, significant shareholders and entities related to them.	YES	
	2	In particular, independence should be characteristic for the members of the audit committee or members of the supervisory body who hold competences in the area of accountancy or financial revision.	YES	
	3	If supervisory body members voice a dissenting opinion, information and causes of the opinion shall be included in the minutes.	YES	

	4	The audit committee or the supervisory body shall, within monitoring of the performance of the actions of financial revision, agree on the principles of carrying out the actions by an entity authorised to examine financial statements, including in the scope of the proposed action plan.	YES	
	5	The audit committee or the supervisory body, while presenting the results of financial review activities by an authorised entity for examination of financial statements, should express its opinion on the financial statement, which is concerned by the financial review activities.	YES	
	6	Cooperation between the audit committee and the supervisory body with the entity authorised to examine financial statements should be documented. Termination of an agreement with the entity authorised to audit financial statements should be subjected to the assessment of the supervisory body, which shall place information on the causes of that termination in the annual report containing assessment of the financial statements of the supervised institution.	YES	
§ 23.	1	A supervisory body member of the supervised institution should perform his or her function in an active manner, manifesting the necessary level of involvement in the work of the supervisory body.	YES	
	2	The necessary level of involvement shall be manifested in dedicating sufficient time to properly perform the tasks of the supervisory body.	YES	
	3	The remaining professional activity of a supervisory body member may not be detrimental to the quality and efficiency of the exercised supervision.	YES	
	4	A supervisory body member should refrain from undertaking professional or non-professional activity which could lead to the occurrence of a conflict of interest or otherwise have an adverse impact on his or her reputation as a member of the supervisory body of a supervised institution.	YES	
	5	The principles of mitigating a conflict of interests should be defined in an appropriate internal regulation determining, among others, the principles of identification, management and prevention of conflicts of interests, as well as the principles of excluding a supervisory body member in the case of the occurrence of a conflict of interest or the possibility of its occurrence.	YES	
§ 24.	1	It is proper that meetings of a supervisory body shall be held in Polish. In case of need, necessary assistance of an interpreter should be ensured.	YES	The meetings of the Supervisory Board are conducted according to the By-laws of the Supervisory Board.
	2	Minutes and the contents of adopted resolutions or other decisions of the supervisory body of a supervised institution should be made in Polish or translated into Polish.	YES	
§ 25.	1	Supervision exercised by a supervisory body should be of permanent nature, and supervisory body meetings should be held as needed. If an audit committee or other committees operate in a supervisory institution, which have been entrusted specific issues related to the activity of the supervised institution, meetings of the supervisory body should take place no less than four times per year, otherwise no less than every two months.	YES	
	2	In the event of detection, in the course of performing supervision activities, of abuses, major errors, including such that have a significant impact on the contents of the financial information or other serious irregularities in the functioning of a supervised institution, the supervisory body should undertake appropriate actions, in particular demand the management body to provide explanations and request it to introduce efficient solutions to counteract the occurrence of similar irregularities in the future.	YES	

	3	A supervisory body, should it be necessary for the exercise of proper and efficient supervision, may request the management body to appoint a selected external entity to carry out specific analyses or acquire its opinion on specific matters.	YES	
§ 26.	–	In the event of incomplete composition of the supervisory body of a supervised institution, it should be supplemented without delay.	YES	
§ 27.	–	A supervisory body shall perform regular assessment of the application of the principles introduced herein, and the result of the assessment shall be made available on the supervised institution's website and submitted to the remaining bodies of the supervised institution.	YES	
V. REMUNERATION POLICY				
§ 28.	1	A supervised institution should have a transparent policy of remuneration of members of the management body and the supervisory body, as well as key personnel. The principles of remuneration shall be defined by means of an appropriate internal regulation (the remuneration policy).	YES	
	2	When establishing the remunerating policy, one should take into account the financial situation of a supervised institution.	YES	
	3	The supervisory body shall annually prepare and present to the General Meeting a report on the assessment of the functioning of the remuneration policy in the supervised institution.	YES	
	4	The General Meeting shall assess whether the established remuneration policy contributes to the development and security of the operations of the supervised institution.	YES	
§ 29.	1	Remuneration of the members of the supervisory body shall be established adequately to the fulfilled function, as well as adequately to the scale of operations of the supervised institution. Supervisory body members appointed to work in committees, including the audit committee, should be remunerated adequately to the additional tasks performed within a given committee.	PARTIALLY	The principle is carried out only for the Supervisory Board members and only for persons not employed in BNP Paribas SA or its subsidiaries. The general principles of remuneration and the level of remuneration of members of the supervising body were set by the EGM resolution No. 24 dated 10 January 2005, as amended (EGM Resolution No. 4 dated 17 November 2014), which states that the remuneration shall not be due and payable to the Members of the Supervisory Board, who are concurrently employed by BNP Paribas S.A. or subsidiaries of BNP Paribas S.A. The principle that The Supervisory Board conducts the assessment whether the adopted remuneration policy ensures the development and safety of operations of the supervised entity. The Bank plans to present an appropriate solution during the next General Meeting of the Bank "Supervisory body members appointed to work in committees, including the audit committee, should be remunerated adequately to the additional tasks performed within a given committee." - is not specified in the resolution.
	2	Remuneration of supervisory body members, unless regulations prohibit the payment of such remuneration, should be established by the decision-making body.	YES	
	3	The principles of remunerating supervisory body members should be transparent and included in the relevant internal regulation of a supervised institution.	YES	
§ 30.	1	The supervisory body, taking into account the decisions of the General Meeting, shall be responsible for adoption of an internal regulation to determine the principles of remunerating management body members, including the detailed principles and conditions justifying eligibility for variable remuneration components.	YES	
	2	A supervisory body shall exercise supervision over the introduced remunerating policy, including verification of meeting the criteria and conditions of eligibility for variable remuneration components before the payment of the whole or part of that remuneration.	YES	
	3	With regard to persons who fulfil key functions, responsibility for introduction of an appropriate internal regulation and supervision in that area shall lie with the management body.	YES	

4	Variable remuneration components of management body members or key personnel shall depend in particular on objective criteria, the quality of management of the supervised institution, and shall take into account long-term aspects of the operations and method of implementation of strategic goals. When establishing the variable remuneration components, rewards and perks, including those resulting from motivational schemes and other bonus schemes paid, due or potentially due, shall be taken into account. An established remuneration policy shall not constitute an incentive for undertaking excessive risk in the operations of the supervised institution.	YES	
5	Remuneration of a management body member or key personnel should be financial and paid from the funds of the supervised institution.	NO	Due to special factual situation (ownership transition process) faced by the Bank – the members of the management body and some of the personnel responsible for key duties in the Bank have signed contracts upon which they obtain additional remuneration from another source than the Bank. The contracts will expire on 15 March 2015.

VI. COMMUNICATION POLICY

§ 31.	1	A supervised institution should maintain a transparent communication policy, taking into account the needs of its shareholders and clients, made available on the institution's website.	PARTIALLY	Since the Bank does not have a single document describing the Bank's communication policy, such document is not placed on the internet page of the Bank. The Bank applies a transparent information policy. Information important for clients and shareholders is published on internet pages of the Bank. In regard to confidential information, the Bank applies the principle of equal access. The Information Policy will be prepared and published on the internet pages of the Bank in Q3 2015.
	2	The communication policy should be based on facilitating access to information. In particular the reports published by a supervised institution, containing financial information, when justified by the number of shareholders, should be made available in the electronic form, encompassing solutions which make it easier for the reader to become familiar with the incorporated information (interactive reports).	YES	
	3	A supervised institution should ensure that shareholders have equal access to information.	YES	
	4	The communication policy should determine in particular the principles and dates of replying to shareholders and clients.	YES	
	5	The communication policy should ensure protection of information, and incorporate separate regulations related to possession of the status of a public company or resulting from the special regulations concerning the functioning of supervised institutions.	YES	

VII. PROMOTIONAL ACTIVITIES AND CLIENT RELATIONS

§ 32.	1	The advertising message concerning a service or product offered by a supervised institution or its activity, hereinafter referred to as the "advertised item", should be reliable and shall not mislead, and it shall be characterised by respect for the generally applicable legal regulations, principles of fair trading, as well as good conduct.	YES	
	2	An advertising message should clearly identify what the product or service it concerns.	YES	
	3	An advertising message may not emphasise the benefits in a way which could result in diminishing of the importance of costs and risks related to the purchase of a product or service.	YES	

§ 33.	–	<p>An advertising message should not mislead or create the possibility of misleading, in particular with respect to:</p> <ol style="list-style-type: none"> 1) the legal nature of the advertised item, including the rights and obligations of the client, 2) identify of the advertising entity, 3) significant features of the advertised item, 4) benefits which might be achieved by purchasing or using the advertised item, and the period of time, during which they arise, 5) total costs related to the purchase or use of the advertised item incurred by the client and the period of time, which the costs concern, 6) the time, value and territorial availability of the advertised item, 7) the risk related to the purchase or use of the advertised item. 	YES	
§ 34.	–	<p>When creating and publishing an advertising message, a supervisory institution should in particular:</p> <ol style="list-style-type: none"> 1) care for the nature and structure of the advertising messages prepared and published in the name of a supervised institution or in its behalf, 2) ensure that the recipient can freely become familiar with the whole content making up the message, in particular all kinds of indications and reservations constituting an integral part of the advertising message, 3) ensure that graphic solutions used in an advertising message do not make it difficult for the recipient to learn about the most important information concerning the advertised item and contained in the message, in particular the information required by the legal regulations and supervisory recommendations, 4) provide the source of the presented information, if the advertising message refers to sales figures, statistical surveys, rankings, ratings and other data. 	YES	
§ 35.	–	<p>The process of offering financial products or services should be conducted by people with appropriate preparation in order to ensure reliability of the information communicated to the clients and provision of comprehensible explanations.</p>	YES	
§ 36.	1	<p>A supervised institution should make every effort to ensure that the offered financial products or services are adequate to the needs of the clients, to whom they are addressed.</p>	YES	
	2	<p>At the stage of presenting the nature and structure of the recommended financial product or service, supervised institutions and entities cooperating with them should take into account the needs referred to in item 1, in particular in terms of the client's individual situation, including the knowledge and experience on the financial market, and in justified cases, the desired duration of the investment and risk acceptance level.</p>	YES	
§ 37.	–	<p>A supervised institution and entities cooperating with it should inform about its product or service in a reliable manner and in a way understandable for an average recipient, including in particular about the nature and structure of that product or service, the benefits and factors that determine obtaining possible profits, as well as all related risks, including fees and costs (also those related to early resignation from the product or service).</p>	YES	
§ 38.	1	<p>Any necessary information concerning the nature and structure of a financial product or service, which is important for the client's decision making, should be made available to the clients in a way which enables them to freely become familiar with its content due in advance before conclusion of an agreement.</p>	YES	

	2	The provisions of the agreement, including the templates of the agreement and important information on the agreement, contained in other documents, should be presented to a client by supervised institutions and entities cooperating with them before making by the client the decision to conclude an agreement.	YES	
	3	If a client is unable to become familiar with the documents displayed on the site, the supervised institution should supply the client with their own copies of the documents at its own cost.	YES	
	4	Supervised institutions should undertake appropriate actions and exercise due diligence to ensure that the templates of agreements contain no ambiguous provisions.	YES	
§ 39.	–	A supervised institution should draw up and make available to the clients clear and transparent principles of considering complaints.	YES	
§ 40.	–	A supervised institution should introduce an organised form of considering complaints and undertaking remedial actions aimed at mitigating the situations causing their occurrence in the future.	YES	
§ 41.	–	The process of considering complaints by a supervised institution should be carried out immediately, not later than within 30 days, as well as it should be characterised by reliability, thoroughness, impartiality and compliance with generally applicable legal regulations, the principles of fair trading, and good conduct.	YES	
§ 42.	–	A reply to a complaint should contain, as far as possible, full and exhaustive factual and legal justification, adequate to the charges contained in the complaint.	YES	
§ 43.	–	A supervised institution should strive at amicable resolution of disputes with its clients.	YES	
§ 44.	–	A supervised institution, asserting its claims, in particular conducting debt enforcement actions against clients, should act in a professional manner and care for the reputation of a public trust institution.	YES	
VIII. KEY INTERNAL SYSTEMS AND FUNCTIONS				
§ 45.	1	A supervised institution should have an adequate, effective and efficient system of internal control, providing assurance regarding: 1) correctness of administrative and accounting procedures, as well as financial reporting, and reliable internal and external reporting, 2) compliance of the operations with the legal regulations and internal regulations, as well as taking into account the supervisory recommendations.	YES	
	2	The process of assuring implementation of the objectives of the internal control system should encompass organisation of internal control, control mechanisms and estimation of the risk of failure to achieve the objectives listed in item 1.	YES	
	3	A supervised institution should document the process of assuring implementation of the objectives of the internal control system.	YES	
§ 46.	1	The internal control system of a supervised institution should cover all levels in the organisational structure of the supervised institution.	YES	
	2	The management body should develop and implement an adequate, effective and efficient internal control system and the supervisory body or the audit committee should carry out a periodical assessment of the adequacy, effectiveness and efficiency of both the whole internal control system and its selected elements.	YES	

	3	Employees of a supervised institution within official duties should be assigned appropriate tasks related to assuring implementation of the objectives of the internal control system.	YES	
§ 47.	1	A supervised institution should develop and implement an effective, efficient and independent compliance function of the operations of the supervised institution with legal regulations and internal regulations, also taking into account supervisory recommendations.	YES	
	2	The way of organising the compliance function should guarantee independence of performing tasks in that scope.	YES	
§ 48.	1	A supervised institution should develop and implement an effective, efficient and independent internal audit function, aimed especially at regular examination of the adequacy, efficiency and effectiveness, in particular of the internal control system, the compliance function and the risk management system.	YES	
	2	The way of organising the internal audit function should guarantee independence of performance of tasks in that scope.	YES	
§ 49.	1	The person heading the internal audit unit and the person heading the compliance unit shall have secured the possibility of direct communication with the management body and the supervisory body or the audit committee; they shall also have the possibility to report directly and simultaneously to those bodies.	YES	
	2	The person heading the internal audit unit and the person heading the compliance unit shall participate in the meetings of the management body and the supervisory body or the audit committee if the meeting concerns issues related to the internal control system, the internal audit function or the compliance function.	YES	
	3	In a supervised institution, appointment and dismissal of the person heading the internal audit unit and the person heading the compliance unit shall be made with the consent of the supervisory body or the audit committee.	YES	
	4	In a supervised institution, where there is no internal audit unit or compliance unit, the entitlements referred to in items 1-3 shall be held by the people responsible for performance of those functions.	Does not apply	The principle does not apply to the Bank.
§ 50.	1	A supervised institution should efficiently manage the risk existing in its operations, in particular through drawing up and implementation of an adequate and efficient risk management system, taking into account a risk management strategy, incorporating the risk tolerance determined by the supervised institution.	YES	
	2	The risk management process should encompass its identification, measurement, estimation, monitoring and application of control and mitigating mechanisms for the identified, measured and estimated risk level.	YES	
	3	Risk management systems should be organised adequately to the nature, scale and complexity of the conducted activity, taking into account the strategic goals of the supervised institution, including the strategy concerning risk management, incorporating the risk tolerance determined by the supervised institution.	YES	
§ 51.	1	Regardless of the tasks assigned to the organisational units and other bodies of a supervised institution, responsibility for efficient risk management shall lie with the management body.	YES	

	2	Management body members, taking into account the nature, scale and complexity of the activity conducted, shall not combine responsibility for management of a given risk and responsibilities in the area of operations that generate that risk.	YES	
§ 52.	1	The supervisory body should approve and supervise the implementation of the risk management strategy by exercising supervision over the efficiency of risk management. The management body should ensure reception by the supervising body of regular and up-to-date information on the risk identified in the current or future operations of the supervised institution, the nature scale and complexity of the risk, and the actions undertaken in the scope of management of that risk, including also information directly from the internal audit unit, the compliance assurance unit, or a different unit responsible for that area.	YES	
	2	In a supervised institution, where there is no audit unit or compliance assurance unit, and where no unit responsible for that area has been appointed, the information referred to in item 1 shall be submitted by the people responsible for fulfilling those functions.	Does not apply	The principle does not apply to the Bank.
IX. EXECUTION OF RIGHTS RESULTING FROM ASSETS ACQUIRED AT CLIENT'S RISK				
§ 53.	–	A supervised institution which managed assets at client's risk should efficiently manage those assets, so as to ensure the necessary protection of clients' interests.	Does not apply	The principle does not apply to the Bank.
§ 54.	1	A supervised institution should use the available corporate supervision measures over entities – issuers of securities subject to management, in particular when the level of involvement into securities is considerable or it is required by protection of clients' interests.	Does not apply	The principle does not apply to the Bank.
	2	A supervised institution which manages assets at client's risk should introduce transparent principles of cooperating with other financial institutions when executing corporate supervision over entities – issuers of securities subject to management.	Does not apply	The principle does not apply to the Bank.
	3	A supervised institution which manages assets at client's risk shall create and communicate to clients a policy of application of corporate supervision measures, including the procedures of participation and voting in the meetings of General Meeting.	Does not apply	The principle does not apply to the Bank.
§ 55.	–	A supervised institution which manages assets at client's risk should avoid in its operations situations which might cause the occurrence of a conflict of interests, and in the event of the occurrence of a conflict of interests, it should be guided by the client's interest, notifying the client about the occurrence of the conflict of interests.	Does not apply	The principle does not apply to the Bank.
§ 56.	–	A supervised institution which manages assets at client's risk should introduce transparent principles of cooperating with other supervised institutions with respect to transactions executed at client's risk.	Does not apply	The principle does not apply to the Bank.
§ 57.	–	A supervised institution, when acquiring assets at client's risk, should act in the client's interest. The decision-making process should be properly documented.	Does not apply	The principle does not apply to the Bank.