

Resolution No. ...
of the Extraordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated November 2014

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 November 2014

on adoption of the agenda of the Extraordinary General Meeting of BGŻ S.A.

§ 1

The Extraordinary General Meeting resolves to adopt the following agenda of the meeting:

1. Opening of the Meeting.
2. Election of the Chairperson of the Meeting.
3. Confirmation that the Meeting has been convened in a proper manner and that it is capable of passing resolutions.
4. Acceptance of the Agenda of the Meeting.
5. Passing a resolution on giving the consent for the sale of the organized part of the Bank's enterprise comprising of Training and Recreation Centre "Knieja".
6. Passing a resolution concerning amendments to the Resolution No. 24 of the Extraordinary General Meeting of Bank Gospodarki Żywnościowej S.A. on determining the remuneration for the Members of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna dated January 10, 2005.
7. Closing of the Meeting.

§ 2

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

Resolution No.
of the Extraordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated November 2014

on giving the consent for the sale of the organized part of the Bank's enterprise comprising of Training and Recreation Centre "Knieja".

The Extraordinary General Meeting, on the basis of § 10 Sec. 2 Item 10 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna in connection with CCC art. 393 para. 3, resolves as follows:

§ 1

The General Meeting takes a decision on consent for sale for PLN 1,000,000 (one million) to Markus Invest sp. z o. o. with its seat in Warsaw, of the organised part of the Bank's enterprise comprising of Training and Recreation Centre „Knieja” (hereinafter referred to as “OSW Knieja”), including:

- 1) ownership rights of things marked as to the identity held by the Bank, located in the “OSW Knieja” and
- 2) rights to the fixed-assets of the Bank which, on the basis of provisions of the Act of 29 September 1994 on accounting (text - Journal of laws of 2013 - item 330, as amended), are improvements made in leased fixed assets i.e. investments made by the Bank in the “OSW Knieja”.

§ 2.

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

Resolution No. ...
of the Extraordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated November 2014

concerning amendments to the Resolution No. 24 of the Extraordinary General Meeting of Bank Gospodarki Żywnościowej S.A. on determining the remuneration for the Members of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna dated January 10, 2005

The Extraordinary General Meeting, on the basis of § 12 Sec. 2 Item 7 resolves as follows:

§ 1

In the Resolution No. 24 of the Extraordinary General Meeting of Bank Gospodarki Żywnościowej S.A. on determining the remuneration for the Members of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna dated January 10, 2005 („Resolution on Members of Supervisory Board Remuneration”) Section 9. shall be added in the following wording:

„9. 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.”

§ 2

The other terms of the Resolution on Members of Supervisory Board Remuneration remain unchanged.

§ 3

The resolution enters into force as of its adoption. The resolution shall be also binding upon the respective Members of the Supervisory Board of Bank Gospodarki Żywnościowej S.A., who were appointed to its composition with the effect as at September 15, 2014, commencing from the date of their appointment.
