

Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013

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

§ 1

The Ordinary 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. Review of the Appraisal Report of the Supervisory Board on the financial statements of the Bank and the Activity Report of the Management Board of the Bank for the year ended 31st December 2012, and of the motion of the Management Board on the profit allocation for the year ended on 31st December 2012 together with assessment of adequacy and effectiveness of the Bank's internal control system.
6. Review and approval of:
 - 1) Management Board Report on the Activity of the Bank for the financial year ended 31st December 2012
 - 2) Financial Statements of the Bank for the financial year ended 31st December 2012.
7. Passing resolution on the allocation of profit of the Bank for the financial year ended 31st December 2012.
8. Review of the Appraisal Report of the Supervisory Board on the Consolidated Financial Statements of the Capital Group of BGŻ S.A. and the Activity Report of the Capital Group of BGŻ S.A. for the financial year ended 31st December 2012.
9. Review and approval of:
 - 1) Consolidated Financial Statements of the Capital Group of BGŻ S.A. for the financial year ended 31st December 2012.

- 2) Activity Report of the Capital Group of BGŽ S.A. for the financial year 31st December 2012.
10. Passing resolutions on granting a vote of acceptance to the members of the Management Board of the Bank for the fulfillment of their duties.
11. Passing resolutions on granting a vote of acceptance to the members of the Supervisory Board for the fulfillment of their duties.
12. Passing resolutions on the determination of the number of Supervisory Board members in the new term.
13. Passing resolutions on appointment of the Supervisory Board member for a new term.
14. Closing of the Meeting

§ 2

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

Draft

**Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013**

on the review and approval of the Management Board Report on the Activity of Bank Gospodarki Żywnościowej Spółka Akcyjna for the financial year ended 31st December 2012.

Acting pursuant to § 12 para. 1.1 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting reviewed and accepted the Management Board Report on the Activity of Bank Gospodarki Żywnościowej Spółka Akcyjna for the financial year ended 31st December 2012.

§ 2

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

Resolution No
of the Ordinary General Meeting of
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013

on the review and approval of the Financial Statements of Bank Gospodarki
Żywnościowej Spółka Akcyjna prepared according to the International Financial
Reporting Standards for the year ended 31st December 2012.

Acting pursuant to § 12 para. 1.1 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting reviewed and approved the Financial Statements of Bank Gospodarki Żywnościowej Spółka Akcyjna, prepared according to the International Financial Reporting Standards, for the financial year ended 31st December 2012, comprising:

- Report on the Bank's balance-sheet as at 31 December 2012, showing balance-sheet total of PLN 37 180 622 468,23 (say: thirty seven billion one hundred and eighty million six hundred and twenty two thousand four hundred and sixty eight, 23/100),
- Profit and Loss account statement of the Bank for the period from January 1, 2012 to December 31, 2012 showing net profit of PLN 134 343 467,58 (say: one hundred and thirty four million three hundred and forty three thousand four hundred and sixty seven, 58/100),
- Statement of reconciliation of movements in shareholders' equity of the Bank for the period from January 1, 2012 to December 31, 2012 showing increase of shareholders' equity in the amount of PLN 839 049 522,45 (say: eight hundred and thirty nine million forty nine thousand five hundred and twenty two, 45/100),
- Cash-flow statement for the Bank for the period from January 1, 2012 to December 31, 2012 showing increase of net funds by the amount of PLN 611 648 313,23 (say: six hundred eleven million six hundred and forty eight thousand three hundred thirteen, 23/100)

and

- Auditor's notes to financial statements.

§ 2

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

Draft

**Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013**

on the profit allocation of Bank Gospodarki Żywnościowej Spółka Akcyjna for the financial year ended 31st December 2012.

Acting pursuant to § 12 para. 1.3 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

The net profit given in the Financial Statements for the financial year ended 31st December 2012 amounting to PLN 134 343 467,58 (one hundred and thirty four million three hundred and forty three thousand four hundred and sixty seven, 58/100) will be allocated for an increase of the Bank's supplementary capital.

§ 2

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

Resolution No
of the Ordinary General Meeting
of Bank Gospodarki Żywnościowej Spółka Akcyjna
dated 28th June 2013

on the review and approval of Consolidated Financial Statements of Bank Gospodarki Żywnościowej Spółka Akcyjna Capital Group prepared according to the International Financial Reporting Standards for the year ended December 31, 2012

Acting pursuant to § 12 paragraph 1.2 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

After performing necessary review, approves the consolidated financial statements of Bank Gospodarki Żywnościowej Spółka Akcyjna Capital Group, prepared according to IFRS for the financial year ended December 31, 2012 consisting of:

- Capital Group balance sheet statement as at December 31, 2012 with balance sheet total of PLN 37 196 663 618,23 (say: thirty seven billion one hundred and ninety six million six hundred and sixty three thousand six hundred eighteen, 23/100),
- Profit and Loss account statement of the Capital Group for the period from January 1, 2012 to December 31, 2012 showing net profit of PLN 130 048 587,58 (say: one hundred and thirty million forty eight thousand five hundred and eighty seven, 58/100),
- Statement of reconciliation of movements in shareholders' equity of the Group for the period from 1 January 2012 to 31 December 2012 showing increase of shareholders' funds by 834 754 612,45 (say: eight hundred and thirty four million seven hundred and fifty four thousand six hundred twelve, 45/100),
- Cash-flow report of the Group for the period from 1 January 2012 to 31 December 2012 showing increase of funds by the amount of PLN 611 648 313,23 (say: six hundred eleven million six hundred and forty eight thousand three hundred thirteen, 23/100),

and

- Notes to the consolidated financial statements.

§ 2

The resolution becomes effective on the date it has been passed.

**Resolution No
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013**

**on the review and approval of the Activity Report of the Capital Group of Bank
Gospodarki Żywnościowej Spółka Akcyjna for the financial year ended 31st December
2012.**

Acting pursuant to § 12 para. 1.2 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting reviewed and approved of the Activity Report of the Capital Group of Bank Gospodarki Żywnościowej Spółka Akcyjna for the financial year ended 31st December 2012.

§ 2

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

**Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013**

on granting a vote of acceptance to the member of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Jacek Bartkiewicz - President of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1st January 2012 to 31st December 2012.

§ 2

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

Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013

on granting a vote of acceptance to the Member of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Gerardus Cornelis Embrechts - First Vice President of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1st January 2012 to 31st December 2012.

§ 2

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

Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013

on granting a vote of acceptance to the Member of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Johannes Gerardus Beuming - Vice President of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1st January 2012 to 31st December 2012.

§ 2

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

Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013

on granting a vote of acceptance to the Member of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of her duties.

Acting pursuant to § 12 para. 1.4 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Ms. Magdalena Legęć - Vice President of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of her duties in the period from 1st January 2012 to 31st December 2012.

§ 2

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

Draft

Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013

on granting a vote of acceptance to the Member of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Dariusz Odzioba - Vice President of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1st January 2012 to 31st December 2012.

§ 2

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

Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013

on granting a vote of acceptance to the Member of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Witold Okarma - Vice President of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1st January 2012 to 31st December 2012.

§ 2

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

Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013

on granting a vote of acceptance to the Member of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Wojciech Sass - Vice President of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1st January 2012 to 31st December 2012.

§ 2

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

Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013

on granting a vote of acceptance to the Member of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Andrzej Sieradz - Vice President of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1st January 2012 to 31st December 2012.

§ 2

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

Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013

on granting a vote of acceptance to the Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Jan Alexander Puijs, Chairperson of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1st January 2012 to 31st December 2012.

§ 2

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

Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013

on granting a vote of acceptance to the Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Dariusz Filar, Deputy Chairperson of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1st January 2012 to 31st December 2012.

§ 2

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

Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013

on granting a vote of acceptance to the Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Hendrik Adams, Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1st January 2012 to 28th August 2012.

§ 2

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

Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013

on granting a vote of acceptance to the Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Roelof Dekker, member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1st January 2012 to 22nd June 2012.

§ 2

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

Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013

on granting a vote of acceptance to the Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Evert Derks Drok, member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 25th June 2012 to 31st December 2012.

§ 2

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

Draft

Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013

on granting a vote of acceptance to the Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Jarosław Iwanicki, member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1st January 2012 to 31st December 2012.

§ 2

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

Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013

on granting a vote of acceptance to the Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Waldemar Maj, Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1st January 2012 to 22nd August 2012.

§ 2

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

Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013

on granting a vote of acceptance to the member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of her duties.

Acting pursuant to § 12 para. 1.4 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna, the Ordinary General Meeting resolves the following:

§ 1

To grant a vote of acceptance to Ms. Monika Nachyła, member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of her duties in the period from 1st January 2012 to 31st December 2012.

§ 2

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

Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013

on granting a vote of acceptance to the Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Harry de Roo member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1st January 2012 to 31st December 2012.

§ 2

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

Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013

on granting a vote of acceptance to the Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Andrzej Zdebski, member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1st January 2012 to 28th August 2012.

§ 2

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

**Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013**

**on the determination of the number of members of the Supervisory Board of Bank
Gospodarki Żywnościowej Spółka Akcyjna in a new term**

Following § 16 para. 1 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna, the Ordinary General Meeting resolves the following:

§ 1

The number of members of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna in the new term shall be persons.

§ 2

The Resolution comes into force on the date it has been passed.

**Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 28th June 2013**

**on the appointment of a member of the Supervisory Board of Bank Gospodarki
Żywnościowej Spółka Akcyjna**

Acting pursuant to § 12 para. 2 sub-para. 2 and § 16 para. 1 of the Statute of Bank Gospodarki Żywnościowej Spółka Akcyjna, the Ordinary General Meeting resolves the following:

§ 1

Mr/Ms is hereby appointed as a member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna in a new term.

§ 2

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