

Resolution No.
of the Ordinary General Meeting of the Company
Bank Gospodarki Żywnościowej S.A.
dated 25th June 2012

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 2011, and on the motion of the Management Board on the profit allocation for the year ended on 31st December 2011 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 year 2011
 - 2) Financial Statements of the Bank for the financial year ended 31st December 2011.
7. Passing resolution on the allocation of profit of the Bank for the year commenced on 1st January 2011 and ended on 31st December 2011.
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 2011.
9. Review and approval of:
 - 1) Consolidated Financial Statements of the Capital Group of BGŻ S.A. for the financial year ended 31st December 2011.

- 2) Activity Report of the Capital Group of BGŽ S.A. for the year commenced on 1st January 2011 and ended on 31st December 2011.
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.
13. Passing resolutions on the changes in the composition of the Supervisory Board.
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 25th June 2012**

**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 2011.**

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 from 1st January 2011 to 31st December 2011.

§ 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 25th June 2012

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 2011.

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 2011, comprising:

- Bank's balance sheet as at 31st December 2011 with balance sheet total of PLN 33 386 895 872.69 (thirty three billion three hundred and eighty six million eight hundred ninety five thousand eight hundred seventy two, 69/100),
- Profit and Loss account of the Bank for the period from 1st January 2011 to 31st December 2011 showing the net profit of PLN 126 060 059,89 (one hundred twenty six million sixty thousand and fifty nine, 89/100),
- Statement of changes in shareholders' equity of the Bank for the period from 1st January 2011 to 31st December 2011 showing increase of shareholders' equity by the amount of PLN 140 807 870,63 (one hundred forty million eight hundred and seven thousand eight hundred seventy, 63/100),
- Cash-flow statement of the Bank for the period from 1st January 2011 to 31st December 2011 showing the net decrease of net fund balances by the amount of PLN 18 190 004,70 (eighteen million one hundred and ninety thousand and four, 70/100),
- Notes to the consolidated financial statement.

§ 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 25th June 2012**

on the profit allocation of Bank Gospodarki Żywnościowej Spółka Akcyjna for the financial year from 1st January 2011 to 31st December 2011.

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 from 1st January 2011 to 31st December 2011 amounting to PLN 126 060 059,89 (one hundred twenty six million sixty thousand fifty nine, 89/100) 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 25th June 2012

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, 2011

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 on December 31, 2011 consisting of:

Capital Group balance sheet statement as at December 31, 2011 with balance sheet total of PLN 33 407 213 242,69 (thirty three billion four hundred and seven million two hundred thirteen thousand two hundred forty two, 69/100),

Profit and Loss account statement of the Capital Group for the period from January 1, 2011 to December 31, 2011 showing net profit of PLN 128 096 969,89 (one hundred twenty eight million ninety six thousand nine hundred and sixty nine, 89/100),

Statement of reconciliation of movements in shareholders' equity of the Group for the period from 1 January 2011 to 31 December 2011 showing increase of shareholders' funds by 142 844 780,63 (one hundred forty two million eight hundred forty four thousand seven hundred eighty, 63/100),

Cash-flow report of the Group for the period from 1 January 2011 to 31 December 2011 showing decrease of funds by the amount of PLN 18 190 004,70 (eighteen million one hundred ninety thousand and four, 70/100),

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 25th June 2012

**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
2011.**

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 from 1st January 2011 to 31st December 2011.

§ 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 25th June 2012

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 2011 to 31st December 2011.

§ 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 25th June 2012

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. Hieronymus Nijssen - 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 2011 to 31st March 2011.

§ 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 25th June 2012

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 2011 to 31st December 2011.

§ 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 25th June 2012

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 2011 to 31st December 2011.

§ 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 25th June 2012

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 April 2011 to 31st December 2011.

§ 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 25th June 2012

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 May 2011 to 31st December 2011.

§ 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 25th June 2012

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 10th May 2011 to 31st December 2011.

§ 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 25th June 2012

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 15th June 2011 to 31st December 2011.

§ 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 25th June 2012

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 Ms. Magdalena Legęć - Vice President of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1st October 2011 to 31st December 2011.

§ 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 25th June 2012

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 2011th to 31st December 2011.

§ 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 25th June 2012

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 2011 to 31st December 2011.

§ 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 25th June 2012

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 2011 to 31st December 2011.

§ 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 25th June 2012

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 2011 to 31st December 2011.

§ 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 25th June 2012

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 2011 to 31st December 2011.

§ 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 25th June 2012

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 the following:

§ 1

To grant a vote of acceptance to Mr. Jan Alexander Pruijs, Chairperson of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1st January 2011 to 31st December 2011.

§ 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 25th June 2012

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:

§ 1

To grant a vote of acceptance to Ms. Agata Rowińska, Deputy Chairperson of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of her duties in the period from 1st January 2011 to 31st May 2011.

§ 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 25th June 2012

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 2011 to 31st December 2011.

§ 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 25th June 2012

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 Ms. Monika Nachyła, member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of her duties in the period from 21st July 2011 to 31st December 2011.

§ 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 25th June 2012**

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 21st July 2011 to 31st December 2011.

§ 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 25th June 2012

**on the the determination of the number of members of the Supervisory Board of Bank
Gospodarki Żywnościowej Spółka Akcyjna**

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

§ 1

Resolution No. 20 of the Ordinary General Meeting of Bank Gospodarki Żywnościowej S.A. z dated 10th June 2010 is being amended through assigning the first sentence of the resolution to § 1, to read:

„The number of members of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna in the present 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 25th June 2012**

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

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

§ 1

Call off Mr/Ms from the function of a member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna.

§ 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 25th June 2012**

**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.

§ 2

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