



current report no. 07/2015

date: 18 February 2015

Amended draft Resolution No. 4 of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. convened on February 25, 2015

Legal basis: Article 38 Section 1 items 1 and 3 of the Ordinance of the Minister of Finance of 19 February 2009 on current and periodic reports released by issuers of securities and on conditions of recognizing as equivalent the information required by the regulations of a non-member state.

The Management Board of BNP Paribas Bank Polska S.A. ("the Company"), referring to Current Report No. 2/2015 of January 23, 2015, hereby releases an amended draft Resolution No. 4 of the Extraordinary General Meeting of the Company convened on February 25, 2015 regarding the merger of BNP Paribas Bank Polska S.A. and Bank Gospodarki Żywnościowej S.A. and approval of the proposed amendments to the Articles of Association of Bank Gospodarki Żywnościowej S.A.

Compared to the draft Resolution No. 4 published in Current Report No. 2/2015 of January 23, 2015, the draft Resolution No. 4 was revised in such a manner that the proposed, in connection with the contemplated merger of the Company and Bank Gospodarki Żywnościowej S.A. ("BGŻ"), amendments to the Articles of Association of BGŻ shall not include any amendments to § 26 Section 1 item 2) of the Articles of Association of BGŻ as well as shall include minor editorial changes resulting therefrom.

The proposed amending of the said draft Resolution No. 4 of the Extraordinary General Meeting of the Company convened on February 25, 2015 is intended to avoid any doubts that may arise in connection with the Resolution of Seven Judges of the Supreme Court of January 30, 2015, ref. no. III CZP 34/14, regarding the interpretation of provisions of law on commercial proxy granted with a reservation that the proxy holder may act jointly with a member of the management board. While such a solution seems to be accepted both in practice and in court judgments, nonetheless, in view of the aforementioned Resolution of the Supreme Court and to avoid any doubts regarding the representation of the merged bank as well as any potential difficulties with the registration of the Articles of Association of the merged bank incorporating the abovementioned provisions which may raise doubts, the Management Board made amendment to the said draft Resolution No. 4 of the Extraordinary General Meeting of the Company convened on February 25, 2015 consisting in exclusion of the proposed amendments to § 26 Section 1 item 2) of the Articles of Association of BGŻ as well as introduction of minor editorial changes resulting therefrom.

Other than that, the draft resolutions attached to Current Report No. 2/2015 of January 23, 2015 remain unchanged.

[Enclosure - amended draft Resolution No. 4 of the Extraordinary General Meeting of the Company convened on February 25, 2015](#)

Signatures of the Bank's representatives:

date	name	position	signature
18.02.2015	Frédéric Amoudru	president of the board	