



**The draft resolutions
that will be the subject of the Ordinary General
Meeting of the Company
convened for 22 June 2017**

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŽ BNP Paribas S.A.
dated 22 June 2017**

on the election of the Chairperson of the Ordinary General Meeting of Bank BGŽ BNP Paribas S.A.

The Ordinary General Meeting resolves to electas the chairperson.

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŽ BNP Paribas S.A.
dated 22 June 2017**

on adoption of the agenda of the Ordinary General Meeting of Bank BGŽ BNP Paribas 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 Supervisory Board Report on the verification of the Financial Statements of Bank BGŽ BNP Paribas S.A., including the Brokerage Office, Management Board Report on the activity of Bank BGŽ BNP Paribas S.A., including the Brokerage Office, the Consolidated Financial Statements of the Capital Group of Bank BGŽ BNP Paribas S.A., and of the

Management Board Report on the activity of the Capital Group of Bank BGŻ BNP Paribas S.A. for the fiscal year from 1st January 2016 to 31st December 2016, and on the motion of the Management Board on the distribution of Bank BGŻ BNP Paribas S.A. profit for the 2016 financial year together with the assessment of adequacy and effectiveness of the internal control system in the Bank BGŻ BNP Paribas S.A.

6. Review and approval of:
 - 1) Management Board's Report on Activities of Bank BGŻ BNP Paribas S.A. in 2016,
 - 2) Bank BGŻ BNP Paribas S.A. Standalone Financial Statements for the 2016 financial year.
7. Passing resolution on Management Board's motion of Bank BGŻ BNP Paribas S.A. on the profit distribution for the 2016 financial year.
8. Review and approval of:
 - 1) Management Board's Report on Activities of the Bank BGŻ BNP Paribas S.A. Capital Group for the 2016 financial year,
 - 2) Bank BGŻ BNP Paribas S.A. Capital Group's Consolidated Financial Statements for the 2016 financial year.
9. Review and approval of the Report on activities of the Supervisory Board of Bank BGŻ BNP Paribas S.A. and its Committees in 2016.
10. Passing resolutions granting vote of acceptance for the fulfilment of their duties during 2016 to the members of the Management Board of Bank BGŻ BNP Paribas S.A. and Sygma Bank Polska S.A. which was acquired by Bank BGŻ BNP Paribas S.A. in accordance with article 492 § 1 item 1 of CCC.
11. Passing resolutions granting vote of acceptance for the fulfilment of their duties during 2016 to the members of the Supervisory Board of Bank BGŻ BNP Paribas S.A. and Sygma Bank Polska S.A. which was acquired by Bank BGŻ BNP Paribas S.A. in accordance with article 492 § 1 item 1 of CCC.
12. Passing resolutions on changes in the composition of the Supervisory Board of the Bank BGŻ BNP Paribas S.A.
13. Passing resolution on the Evaluation of the Sponsorship, Philanthropic and CSR Activities of Bank BGŻ BNP Paribas S.A. Rational for years 2015 and 2016 presented by the Bank BGŻ BNP Paribas S.A. Supervisory Board .
14. Passing resolution on the information about Bank BGŻ BNP Paribas S.A. compliance with the Principles of Corporate Governance for Supervised Institutions issued by the Polish Financial Supervision Authority.
15. Passing resolution on the evaluation of the Remuneration Policy in accordance with § 28 item 4 of Principles of Corporate Governance for Supervised Institutions presented by the Supervisory Board of Bank BGŻ BNP Paribas S.A.
16. Passing resolution on adoption of the Rules of Procedure of the General Meetings of Shareholders of Bank BGŻ BNP Paribas S.A.
17. Passing resolution on the amendments to the Articles of Association of Bank BGŻ BNP Paribas S.A. (§ 20 item 5, item 6 and item 7).

18. Passing resolution on the amendments to the Articles of Association of Bank BGŽ BNP Paribas S.A. (§ 21 item 1).
19. Passing resolution on the amendments to the Articles of Association of Bank BGŽ BNP Paribas S.A. (§ 28, § 32, § 37).
20. Passing resolution on the adoption of the consolidated text of the Articles of Association of Bank BGŽ BNP Paribas S.A.
21. Closing of the Meeting.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŽ BNP Paribas S.A.
dated 22 June 2017

on the review and approval of the Management Board Report on the activity of Bank BGŽ BNP Paribas S.A. for the 2016 financial year.

Acting pursuant to § 12 para. 1.1 of the Articles of Association of Bank BGŽ BNP Paribas S.A., the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting reviewed and accepted the Management Board Report on the activities of Bank BGŽ BNP Paribas S.A. in 2016.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on the review and approval of the Standalone Financial Statements of BGŻ BNP Paribas S.A. for the 2016 financial year.

Acting pursuant to § 12 para. 1.1 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting reviewed and approved the Standalone Financial Statements of Bank BGŻ BNP Paribas S.A. for the 2016 financial year consisting of:

- Bank BGŻ BNP Paribas S.A. statement of financial position prepared as at December 31, 2016 showing total assets PLN 70 381 932 710, 39 (say: seventy billion three hundred eighty one million nine hundred thirty two thousand seven hundred ten zloty and thirty nine grosz),
- Bank BGŻ BNP Paribas S.A. profit and Loss account statement for the period from January 1, 2016 to December 31, 2016 showing net profit of PLN 49 388 207, 10 (say: forty nine million three hundred eighty eight thousand two hundred seven zloty and ten grosz),
- Bank BGŻ BNP Paribas S.A. statement of total income for the period from January 1, 2016 to December 31, 2016, showing a total loss of PLN 148 770 446, 29 (say: one hundred forty eight million seven hundred seventy thousand four hundred forty six zloty and twenty nine grosz),
- Bank BGŻ BNP Paribas S.A. statement of changes in total equity for the period from January 1, 2016 to December 31, 2016 disclosing a decrease in equity by PLN 41 964 438, 15 (say: forty one million nine hundred sixty four thousand four hundred thirty eight zloty and fifteen grosz),
- Bank BGŻ BNP Paribas S.A. cash-flow statement for the period from January 1, 2016 to December 31, 2016 disclosing a negative net cash in the amount of PLN 800 136 827, 54 (say: eight hundred million one hundred thirty six thousand eight hundred twenty seven zloty and fifty four grosz)
- Auditor's notes to financial statements.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on the profit allocation of the Bank for the 2016 financial year.

Acting pursuant to § 12 para. 1.3 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the Ordinary General Meeting resolves as follows:

§ 1

The net profit given in the Standalone Financial Statements for the 2016 financial year in the amount of PLN 49 388 207.10 (say: forty nine million three hundred eighty eight thousand two hundred and seven zlotys and ten grosz) shall be transferred to the general banking risk reserve created for unidentified banking risks.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on the review and approval of the Management Board Report on the activity of the Bank BGŻ BNP Paribas S.A. Capital Group for the 2016 financial year.

Acting pursuant to § 12 para. 1.2 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting reviewed and approved the Management Board Report on the activity of the Bank BGŻ BNP Paribas S.A. Capital Group in 2016.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on the review and approval of the Consolidated Financial Statements of the BGŻ BNP Paribas S.A. Capital Group of for the financial year ended on 31 December 2015.

Acting pursuant to § 12 paragraph 1.2 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the Ordinary General Meeting resolves:

§ 1

The Ordinary General Meeting reviewed and approved the Consolidated Financial Statements of the Capital Group of BGŻ BNP Paribas S.A. for the 2016 financial year consisting of:

- Bank BGŻ BNP Paribas S.A. Capital Group consolidated statement of financial situation drawn up as at December 31, 2016 with balance sheet total of PLN 72 304 997 092,07 (say: seventy two billion three hundred four million nine hundred ninety seven thousand ninety two zloty and seven grosz),
- Bank BGŻ BNP Paribas S.A. Capital Group consolidated profit and loss account for the period from January 1, 2016 to December 31, 2016 showing net profit of PLN 76 860 835, 55 (say: seventy six million eight hundred sixty thousand eight hundred thirty five zloty fifty five grosz),
- Bank BGŻ BNP Paribas S.A. Capital Group consolidated statement of comprehensive income for the period from January 1, 2016 to December 31, 2016 showing a total loss of PLN 121 724 051, 77 (say: loss of one hundred twenty one million seven hundred twenty four thousand fifty one zloty and seventy seven grosz),
- Bank BGŻ BNP Paribas S.A. Capital Group consolidated statement of changes in equity for the period from January 1, 2016 to December 31, 2016 showing a decreases in equity of PLN 121 533 185, 33 (say: one hundred twenty one million five hundred thirty three thousand one hundred eighty five zloty and thirty three grosz),
- Bank BGŻ BNP Paribas S.A. Capital Group consolidated cash-flow statement for the period from January 1, 2016 to December 31, 2016 disclosing a negative net cash in the amount of PLN 778 710 414,64 (say: seven hundred seventy eight million seven hundred ten thousand four hundred fourteen zloty and sixty four grosz),
- Auditor's notes to the consolidated financial statements.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on the review and approval of the Report on activities of the Supervisory Board of Bank BGŻ BNP Paribas S.A. and its Committees in 2016.

Acting pursuant to § 12 para. 2.8 of the Articles of Association of Bank BGŻ BNP Paribas S.A., in relation to item II.Z.10 of the Best Practice of GPW Listed Companies 2016 the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting reviewed and approved the Report on activities of the Supervisory Board of Bank BGŻ BNP Paribas S.A. and its Committees in 2016.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr Tomasz Bogus – President of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance Mr Bartosz Urbaniak, Member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas 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 BGŻ BNP Paribas S.A. for the fulfilment of her duties for 2016 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŽ BNP Paribas Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance Mr Daniel Astraud – Vice President of the Management Board of Bank BGŽ BNP Paribas S.A for the fulfilment of his duties for 2016 financial year.

§ 2

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŽ BNP Paribas S.A.
dated 22 June 2017**

on granting a vote of acceptance to the member of the Management Board of Bank BGŽ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŽ BNP Paribas Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Francois Andre Benaroya – Vice President of the Management Board of Bank BGŽ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

§ 2

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŽ BNP Paribas S.A.
dated 22 June 2017**

on granting a vote of acceptance to the member of the Management Board of Bank BGŽ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŽ BNP Paribas Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Blagoy Vankov Bochev – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. - for the fulfilment of his duties for 2016 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Jan Bujak – Vice President of the Management Board of Sygma Bank Polska S.A. and Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties in Sygma Bank Polska S.A. acquired by the Bank BGŻ BNP Paribas S.A. according to article 492 § 1 item 1 CCC for 2016 financial year and for fulfilment of his duties during 2016 financial year in Bank BGŻ BNP Paribas S.A.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Wojciech Kemblowski – Vice President of the Management Board of Sygma Bank Polska S.A. and Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties in Sygma Bank Polska S.A. acquired by the Bank BGŻ BNP

Paribas S.A. according to article 492 § 1 item 1 CCC for 2016 financial year and for fulfilment of his duties during 2016 financial year in Bank BGŻ BNP Paribas S.A.

§ 2

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017**

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Jaromir Pelczarski – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

§ 2

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017**

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Jean-Philippe Stephane Rodes – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Michel Denis Thebault – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. - for the fulfilment of his duties for 2016 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Jerzy Śledziewski – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Philippe Paul Bezieau – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

§ 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 BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Adam Parfiniewicz – President of the Management Board of Sygma Bank Polska S.A. – for the fulfilment of his duties in Sygma Bank Polska S.A. acquired by Bank BGŻ BNP Paribas S.A. for 2016 financial year according to article 492 § 1 item 1 CCC for 2016 financial year for fulfilment of his duties during 2016 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Nicolas Kern – Member of the Management Board of Sygma Bank Polska S.A. – for the fulfilment of his duties in Sygma Bank Polska S.A. acquired by Bank BGŻ BNP Paribas S.A. for 2016 financial year according to article 492 § 1 item 1 CCC for 2016 financial year for fulfilment of his duties during 2016 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Ms. Anna Sz waj – Member of the Management Board of Sygma Bank Polska S.A. – for the fulfilment of her duties in Sygma Bank Polska S.A. acquired by Bank BGŻ BNP Paribas S.A. for 2016 financial year according to article 492 § 1 item 1 CCC for 2016 financial year for fulfilment of his duties during 2016 financial year..

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Józef Wancer, President of the Supervisory Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Jean-Paul Sabet, Vice President of the Supervisory Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Jarosław Bauc, Vice President of the Supervisory Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Mariusz Warych Member of the Supervisory Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Jacques d'Estais Member of the Supervisory Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas 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 BGŻ BNP Paribas S.A. for the fulfilment of her duties for 2016 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Stefaan Decraene Member of the Supervisory Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Thomas Mennicken Member of the Supervisory Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Piotr Mietkowski, Member of the Supervisory Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

§ 2

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017**

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Alain Van Groenendael Member of the Supervisory Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2016 financial year.

§ 2

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017**

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Michel Denis Thebault President of the Supervisory Board of Sygma Bank Polska S.A. for the fulfilment of his duties in Sygma Bank Polska S.A. acquired by Bank BGŻ BNP Paribas S.A. for 2016 financial year according to article 492 § 1 item 1 CCC.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Xavier Pierre Domec Vice President of the Supervisory Board of Sygma Bank Polska S.A. for the fulfilment of his duties in Sygma Bank Polska S.A. acquired by Bank BGŻ BNP Paribas S.A. for 2016 financial year according to article 492 § 1 item 1 CCC.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Francois Andre Benaroya Member of the Supervisory Board of Sygma Bank Polska S.A. for the fulfilment of his duties in Sygma Bank Polska S.A. acquired by Bank BGŻ BNP Paribas S.A. for 2016 financial year according to article 492 § 1 item 1 CCC.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Philippe Andre Reffay Member of the Supervisory Board of Sygma Bank Polska S.A. for the fulfilment of his duties for 2016 financial year acquired by Bank BGŻ BNP Paribas S.A. for 2016 financial year according to article 492 § 1 item 1 CCC.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Ms. Monika Elżbieta Bednarek Member of the Supervisory Board of Sygma Bank Polska S.A. for the fulfilment of her duties for 2016 financial year acquired by Bank BGŻ BNP Paribas S.A. for 2016 financial year according to article 492 § 1 item 1 CCC.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2016 financial year.

Acting pursuant to § 12 para. 1.4 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Andrzej Wojtyna Member of the Supervisory Board of Sygma Bank Polska S.A. for the fulfilment of his duties for 2016 financial year acquired by Bank BGŻ BNP Paribas S.A. for 2016 financial year according to article 492 § 1 item 1 CCC.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on the determination of the number of members of the Supervisory Board of Bank BGŻ BNP Paribas Spółka Akcyjna in the current term

Following § 16 para. 1 of the Statute of Bank BGŻ BNP Paribas Spółka Akcyjna, the Ordinary General Meeting resolves the following:

§ 1

Resolution No. 51 of the Ordinary General Meeting of Bank BGŻ BNP Paribas Spółka Akcyjna dated 30 June 2016 on the determination of the number of members of the Supervisory Board of Bank BGŻ BNP Paribas Spółka Akcyjna in a new term:

“The number of members of the Supervisory Board of Bank BGŻ BNP Paribas Spółka Akcyjna in the new term shall be 10 persons.”

is being amended to read:

„The number of members of the Supervisory Board of Bank BGŻ BNP Paribas Spółka Akcyjna in the current term shall be persons”

§ 2

The Resolution comes into force on the date it has been

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017**

on the recalling of a member of the Supervisory Board of Bank BGŻ BNP Paribas Spółka Akcyjna

Acting pursuant to § 12 para. 2 sub-para. 2 and § 16 para. 1 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the Ordinary General Meeting resolves the following:

§ 1

Mr/Ms is hereby recalled as a member of the Supervisory Board of Bank BGŻ BNP Paribas Spółka Akcyjna.

§ 2

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017**

on the appointment of a member of the Supervisory Board of Bank BGŻ BNP Paribas Spółka Akcyjna

Acting pursuant to § 12 para. 2 sub-para. 2 and § 16 para. 1 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the Ordinary General Meeting resolves the following:

§ 1

Mr/Ms is hereby appointed member of the Supervisory Board of Bank BGŻ BNP Paribas Spółka Akcyjna.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on acceptance of the Evaluation of Rationally Sponsorship, Philanthropic and CSR Activities of Bank BGŻ BNP Paribas S.A. for the years 2015 and 2016 presented by the Supervisory Board of Bank BGŻ BNP Paribas S.A.

Acting pursuant to § 12 para. 2 sub-para. 8 of the Articles of Association of Bank BGŻ BNP Paribas S.A. and item II.Z.10.4 of the Best Practices of GPW Listed Companies 2016, the Ordinary General Meeting resolves the following:

§ 1

Upon the presentation and having reviewed the Evaluation of Rationality of the Sponsorship, Philanthropic and CSR Activities of the Bank BGŻ BNP Paribas S.A. for years 2015 and 2016 the Ordinary General Meeting approves it.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on adopting the information about Bank BGŻ BNP Paribas S.A. compliance with the Principles of Corporate Governance for Supervised Institutions issued by Polish Financial Supervision Authority.

Acting pursuant to § 12 para. 2 sub-para. 8 of the Articles of Association of Bank BGŻ BNP Paribas S.A. the Ordinary General Meeting resolves the following:

§ 1

After submitting for review, the Ordinary Shareholders Meeting reviews and approves the information about Bank BGŻ BNP Paribas S.A. compliance with the Principles of Corporate Governance for Supervised Institutions issued by Polish Financial Supervision Authority.

§ 2

After submitting for review, the Ordinary Shareholders Meeting acknowledges that the Bank will not adhere to the principle § 8 para. 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”.

§ 3

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017**

on adopting the Evaluation of the Remuneration Policy in accordance with § 28 Principles of Corporate Governance for Supervised Institutions issued by Polish Financial Supervision Authority submitted by the Supervisory Board of Bank BGŻ BNP Paribas S.A.

Acting pursuant to § 12 para. 2 sub-para. 8 and 10 of the Articles of Association of Bank BGŻ BNP Paribas S.A. and accordance with § 28 item 3 and 4 of Principles of Corporate Governance for Supervised Institutions issued by Polish Financial Supervision Authority the Ordinary General Meeting resolves the following:

§ 1

Following the review the Ordinary General Meeting adopts the report on the Employees Remuneration Policy of the Bank Gospodarki Żywnościowej S.A. and the Management Board Members Remuneration Policy of the Bank Gospodarki Żywnościowej S.A. submitted to the Ordinary General Meeting by the Supervisory Board of Bank BGŻ BNP Paribas S.A. and considers that remuneration policy supports the development and security of Bank BGŻ BNP Paribas S.A. operations.

§2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

on adoption of the Rules of Procedure of the General Meetings of Shareholders of Bank BGŻ BNP Paribas Spółka Akcyjna.

Acting pursuant to § 12 para. 2 sub-para. 10 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the Ordinary General Meeting resolves the following:

§ 1

Ordinary General Meeting resolves to determine the following text of Rules of Procedure of the General Meetings of Shareholders of Bank BGŻ BNP Paribas Spółka Akcyjna:

***Regulations of the General Meeting
of BANK BGŻ BNP PARIBAS SPÓŁKA AKCYJNA
with its registered office in Warsaw***

(hereinafter referred to as "the Regulations").

GENERAL PROVISIONS

§ 1

1. *Regulations of the General Meeting of Bank BGŻ BNP Paribas SA. („The General Meeting”) defines the principles of holding General Meetings of Bank BGŻ BNP Paribas S.A. (“the Bank”)*
2. *A General Meeting is held according to the provisions of the Commercial Companies Code (ccc), Banking Law, Law on public offering and on conditions of introducing financial instruments to organised trade and on listed companies, Articles of Association of the Bank, these Regulations, including the Good Practices in companies listed at Warsaw Stock exchange (GPW)", adopted by the Giełda Papierów Wartościowych S.A. (stock exchange).*

CONVENING THE GENERAL MEETING

§ 2

1. *General Meetings are convened as ordinary or extraordinary general meetings. General Meeting is convened, in a manner defined in the Bank's Articles of Association, by the Bank's Management Board or - in cases defined in the Articles of Association – by the Supervisory Board or by a shareholder or shareholders representing jointly at least 1/20 of share capital.*
2. *A General Meeting may be held in the Bank's seat.*

PARTICIPATION IN A GENERAL MEETING

§ 3

1. *The General Meetings may be attended, and voting right may be exercised by, persons being*

shareholders of the Bank sixteen (16) days prior to the date of the General Meeting who requested the entity maintaining a securities account for issue of a registered certificate on the right to attend the General Meeting, having rights from registered shares, pledgees and users who have a right of vote if they have been entered in the share book sixteen (16) days prior to the date of the General Meeting (date of registration of attendance in the General Meeting).

2. The list of persons authorised from bearer shares, to attend the General Meeting is defined by the Bank on the basis of a list prepared by the entity maintaining the securities deposit according to the provisions of the law on financial instruments trade.

LIST OF SHAREHOLDERS

§ 4

1. A list of shareholders authorised to attend the General Meeting should be prepared and signed by the Bank's Management Board and made available for inspection in the Bank's office for three (3) business days prior to the date of the General Meeting. Such a documentation should contain the following:
 - 1) surnames and names of persons or names of companies being eligible shareholders,
 - 2) place of residence (registered office) of eligible shareholders,
 - 3) number and type of shares, numbers of shares due to eligible shareholders,
 - 4) number of votes due to eligible shareholders.
2. The Bank's Management Board shall, at a prior demand of a shareholder including such shareholder's electronic mail address, send such shareholders a list of shareholders in an electronic form.
3. A shareholder may demand that a copy of motions regarding cases being on the agenda of the General Meeting should be released to him within one week prior to the date of the General Meeting.

§ 5

1. A shareholder shall have the right to attend the General Meeting and exercise voting rights in person or by a proxy.
2. Proxy document allowing for attendance in the General Meeting and execution of a voting right must be prepared in writing, otherwise it is null and void, and should be attached to the minutes.
3. representatives of shareholders and their proxies should present excerpts from registers or other documents listing persons empowered to represent such entities.
4. If a member of the Management Board or of the Supervisory Board, liquidator, employee of the Bank or of the Bank's subsidiary company is a representative at the General Meeting, such proxy document empowers representation at only one General Meeting. Such proxy may not be further granted to another person / entity.
5. A proxy document empowering to attend a General Meeting and execute a right of vote may have an electronic form. Granting a proxy in an electronic form does not need a safe electronic signature verified with a valid qualified certificate.
6. Notification of granting a proxy in an electronic form and of its recalling may be sent by the Bank's shareholders or other persons authorised to attend a General Meeting only by electronic mail to the address: walne.zgromadzenie@bgzbnpparibas.pl.
7. When a notification of granting a proxy electronically, a shareholder or another person empowered to attend a General Meeting shall send the following via electronic mail address indicated in para. 6:
 - 1) registered certificate of a right to attend a General Meeting and also a scan of an ID or

- passport including data enabling identification of the holder (private individual) or a scan or copy of a register proper for such legal person or organisational unit without legal personality,*
- 2) scan of a granted proxy including details of the principal or persons acting on behalf of the principal, according to the principal's applicable principles of representation,*
 - 3) scan of an ID or passport (including data enabling identification of the holder) of a proxy who is a private individual,*
 - 4) scan of a copy of the register proper for a proxy who is a private individual or organisational unit without legal personality,*
 - 5) address of electronic mail for communication with a shareholder or another person authorised to attend a General Meeting and his proxy.*
- 8. The Bank's Management Board may indicate additional ways of communication with the Bank using means of electronic communication, including for notification of granting a proxy electronically, by posting the respective information on the Bank's website or in the announcement of a convention of a General Meeting.*
- 9. Provisions of paras. 7 - 8 apply to the notification of a proxy recall by electronic way.*
- 10. Proxy document granted in a foreign language should be translated into Polish by a sworn translator.*

OPENING OF THE GENERAL MEETING AND ELECTION OF THE CHAIRPERSON

§ 6

- 1. A General Meeting is opened by its Chairperson or by deputy Chairperson of the Supervisory Board. If none of them may open a General Meeting, then the meeting is opened by a member of the Supervisory Board. If the a/m persons are absent, the General Meeting shall be opened by the President of the Management Board or a person indicated by the Bank's Management Board. A General Meeting elects a chairperson from among persons authorised to vote at a General Meeting or their proxies.*
- 2. The person opening a General Meeting leads to immediate election of a Chairperson of the General Meeting („**Chairperson**”), ensuring correct course of vote and further presents the results. The person opening a General Meeting refrains from any other substantive or formal decisions.*
- 3. A General Meeting elects a Chairperson exclusively from among persons authorised to attend a General Meeting with a voting right.*
- 4. The person opening a General Meeting decides on the order of giving the floor concerning the proposing of candidates. The proposed candidates are entered in a list of candidates for Chairperson upon their consent made for the record of the General Meeting. A list of candidates is prepared by the person opening the General Meeting, provided that the number of proposed candidates may not exceed 5 (five) persons.*
- 5. The person for whom the biggest number of valid votes "for" has been given is elected Chairperson. If a number of candidates receive the same number of votes, the voting is repeated.*

§ 7

- 1. Immediately upon election, the Chairperson verifies whether the shareholders have signed a list of presence and shareholders' proxies presented the required proxy documents empowering them to represent the shareholders at a General Meeting. Shareholders who have not signed a list of presence earlier, should do so.*
- 2. The list of presence, referred to in para 1 above, should include:*

- 1) *name and surname or a company name of a participant of the General Meeting.*
 - 2) *information whether a participant in the General Meeting is a shareholder or another eligible person, or a proxy of a shareholder or another eligible person, and if the participant is a proxy of a shareholder or another eligible person - indication of the name and surname or name of a company of the represented shareholder or another eligible person,*
 - 3) *number of shares presented by the participant of the General Meeting,*
 - 4) *number of votes due to the participant of the General Meeting,*
 - 5) *signature of the participant of the General Meeting,*
 - 6) *signature of the Chairperson.*
3. *Chairperson signs the list of presence which is further made available for the time of the General meeting.*
 4. *If there is any change of the participants of the General Meeting, the list of presence is changed accordingly.*
 5. *On signing the list of presence, the Chairperson confirms, in agreement with the notary public drafting the minutes, correctness of convention of the General Meeting and its ability to pass resolutions, and further announces this to the participants and presents the agenda to them.*

§ 8

1. *The Chairperson chairs the General Meeting according to the adopted agenda and provision of the Regulations.*
2. *The Chairperson should secure an efficient course of the General Meeting, respecting the rights and interests of all shareholders and other eligible persons.*
3. *The Chairperson should not, without a valid reason, offer to resign from his function or delay, without good reason, signature of the minutes from the General Meeting.*
4. *The Chairperson should in particular, counteract abuse of rights by the participants of the General Meeting and ensure that the rights of minority shareholders are respected.*
5. *The Chairperson's responsibilities include in particular:*
 - 1) *giving the floor,*
 - 2) *issuing due procedural orders during the General Meetings, in particular - if needed - preparing a list of those offering to discuss and defining the maximum time of speech, taking the right to speak away from the participants of the General Meeting, especially when the speech concerns matters that are not on the agenda of the General Meeting, or goes beyond the agenda, violates the law or good manners, makes correct course of the meeting impossible.*
 - 3) *ordering procedural breaks, votes, watch over their correct course and announcing the results of voting,*
 - 4) *stating that individual resolutions have been or have not been passed and announcing them,*
 - 5) *stating that the agenda of the General Meeting has been exhausted,*
 - 6) *solving any doubts related to the Regulations,*
 - 7) *cooperating with the notary public drafting the minutes,*
 - 8) *approving the recording of the General Meetings using devices recording picture and / or sound,*
 - 9) *signing the minutes from the General Meeting immediately after its being drafted by the notary public.*
6. *Brief breaks in meetings which are not the reason for adjournment, ordered by the Chairperson in justified cases, such breaks may not result in hampering the shareholders' execution of their*

rights.

7. *Voting over organisational and formal matters may only relate to any issues concerning the chairing of the General Meeting. This procedure does not relate to the voting of resolutions that may affect execution of the shareholders' rights.*
8. *Participant of the General Meeting who has a voting right may appeal against a decision of the Chairperson. Such appeal is processed and decided by the General Meeting by way of resolution.*
9. *The Chairperson may seek an assistance of lawyers or other experts present at the General Meeting.*

§ 9

1. *The Chairperson may, on his own initiative or at a request of the shareholders attending the General Meeting, holding 1/10 of share capital represented at the General Meeting, that a Returning Committee or a Motions Committee should be appointed in order to facilitate the course of the General Meeting.*
2. *The responsibilities of the returning committee include supervising the correctness of the voting process, establishing the voting results and presenting the results to the Chairperson and performing other activities associated with the voting. If any irregularities in the voting are found, the committee is required to immediately notify the fact to the Chairperson. Documents including the results of each voting are signed by all members of the returning committee and the Chairperson.*
3. *The responsibilities of the Motions Committee include phrasing motions put forward by the shareholders.*
4. *The Returning Committee as well as the Motions Committee are composed of 3 (three) members.*
5. *Committee members are elected from among persons authorised to attend the General Meeting or their proxies. The Chairperson decides on the order of giving the floor concerning proposing candidates for Committee members. If a motion on the appointment of the Returning Committee has been filed by the shareholders attending a General Meeting, who hold 1/10 of the share capital represented at the General Meeting, the appointed shareholders may elect one member of such Committee. The proposed candidates are entered in a list of candidates for Committee members upon their consent made for the record. A list of candidates is prepared by the Chairperson. Three persons for whom the biggest number of valid votes "for" has been given are elected as Committee members.*
6. *The Committees elect a chairperson and secretary from among their members.*
7. *The Chairperson may waive appointment of the Returning Committee if the voting takes place by way of electronic means (such as cards or similar devices issued to the shareholders, which record the number of votes due to such shareholders), provided that appointment of such committee is requested by the shareholders attending the General Meeting, who hold 1/10 of the share capital represented at the General Meeting.*

COURSE OF THE GENERAL MEETING

§ 10

1. *The General Meeting should be attended by the members of the Management Board and members of the Supervisory Board in a composition enabling to give a substantive answer to questions asked at the General Meeting. If the General Meeting discusses financial issues, a chartered accountant should attend such meeting.*
2. *Members of the Supervisory Board and the Management Board and a chartered accountant attending a General Meeting should, within the scope of their competences and in the scope*

necessary for deciding on cases being on the agenda of the General Meeting, provide the General Meeting participants with any explanations and information on the Bank, following the provisions of the commercial companies code, the law on financial instruments trade, and the law on public offering and the conditions of introducing financial instruments to organised trade, and on listed companies, and such information may not be presented in a manner other than the one arising from such laws, especially art. 428 of the commercial companies code applies to the information presented by a Management Board member at a request of a General Meeting participant having a voting right.

3. A General Meeting may be attended by experts and other persons invited by the convening body.
4. At the consent of the Chairperson the General Meeting may be attended by representatives of the media.

§ 11

1. Upon calling an item on the agenda the Chairperson or a person indicated by the Chairperson discusses a given item and afterwards the Chairperson opens a discussion giving the floor in the order of applying for taking the floor. The Chairperson may give the floor, out of turn, to the members of the Management Board, members of the Supervisory Board and the invited experts.
2. The floor may be taken only on the items on the agenda and currently discussed, however, at the consent of the General Meeting discussion may be held on a combination of items on the agenda.
3. In a discussion, a participant may speak out on each item on the agenda only twice.
4. The Management and Supervisory Boards have a right to answer the motions proposed during discussion.
5. The Chairperson may admonish a person who deviates from the topic of discussion or exceeds the allowed time defined by the Chairperson and ultimately, the Chairperson may take the floor away from such person.

§ 12

1. The Chairperson may give the floor off the agenda or in connection with a discussion only for the purpose of making a formal motion. A formal motion is a motion concerning the manner of proceeding and voting. This procedure does not relate to the voting of resolutions that may affect execution of the shareholder's rights.
2. Formal motions include in particular motions for:
 - 1) break, adjournment or closing a meeting,
 - 2) adjournment of, or closing, a discussion,
 - 3) proceeding to the agenda,
 - 4) voting without discussion,
 - 5) change in a manner of voting,
 - 6) limiting the time of speaking,
 - 7) order of voting on individual motions,
 - 8) checking the number of votes of the persons present at the General Meeting,
3. The General Meeting decides on a formal motion by an ordinary majority of votes cast.
4. Before putting a formal motion to vote, the Chairperson makes precise and presents the content of the proposed motion.
5. The Chairperson in the first place puts to vote the farthest going motion which may exclude the need to vote the other motions.
6. A formal motion rejected in vote may not be proposed again in discussion on the same matter.
7. Ordering adjournment, which may take place in special situations, can only happen on the basis of a resolution of the General Meeting, passed by a majority of 2/3 votes. A resolution on the

ordering of an adjournment should include the date of reopening and justification of such adjournment being ordered. The adjournments may not take longer than a total of 30 (thirty) days.

8. *The provisions of para. 7 of this section do not apply to short procedural breaks ordered by the Chairperson of the General Meeting. Breaks ordered in such manner may not aim to hamper the shareholders executing their rights.*

§ 13

1. *A motion made on the agenda of the General Meeting, including a motion for waiver of processing of a case being on the agenda should be prepared in writing and include justification to enable a resolution to be passed with due understanding.*
2. *A motion leading to a change of a draft should also include the content of resolution to be passed by the General Meeting. The requirement to prepare a justification does not relate to resolutions of an editorial character.*

VOTING

§ 14

1. *If the proposed motion concerns amendment to a draft resolution (amendment), first the amendment is put to vote and further the whole draft resolution is voted.*
2. *If in a given case a number of motions are proposed including different proposals, the Chairperson shall establish which motions should be regarded to be farthest reaching and put them to vote in this order. Motions contrary to the motion accepted shall not be put to vote.*
3. *Upon closing discussion of a given item on the agenda, the Chairperson orders a vote to be taken on the draft resolution.*
4. *before taking vote, the draft resolution should be read out. It is allowed to only make reference to a draft resolution text received by the General Meeting participants if it is lengthy and none of the participants made an objection.*
5. *Removing from the agenda or waiving discussion of an item on the agenda by the Bank's shareholders require a resolution to be passed by the General Meeting and approval by all the Bank's shareholders who proposed to put a specific case on the agenda of the General Meeting.*

§ 15

1. *Voting at the General Meeting is open.*
2. *Secret voting is ordered in the following cases:*
 - 1) *in elections or on motions for recall of the members of the Bank's bodies or liquidators,*
 - 2) *for bringing to justice the members of the Bank's bodies or liquidators,*
 - 3) *in staff related cases,*
 - 4) *at demand of at least one shareholder or his representative,*
 - 5) *in other cases defined in applicable provisions of law.*
3. *Voting at the General Meeting may be held via electronic vote counting device, The respective decision is taken by the Chairperson and the provisions of the Regulations apply in such a situation accordingly.*
4. *The electronic vote counting device should ensure that the number of votes cast corresponds with the number of shares held, that a different voting is possible and in case of secret vote, identification of the manner of voting by individual shareholders is possible.*
5. *A person voting against a resolution may demand that her/his protest and justification are minuted.*

6. *At the demand of a participant of the General Meeting, such person's written statement is minuted.*
7. *If the provisions of law or the Bank's Articles of Association require, for passing a specific resolution, that some conditions must be met, especially, representation of a specific part of the share capital, the Chairperson confirms and announces, before the vote is taken, the ability of the General Meeting to pass such a resolution and informs what majority is required for such resolution to be passed.*
8. *Upon receiving the result of voting, the Chairperson notifies the number of votes for the resolution, the number of votes against the resolution and the number of votes "abstained", and further, states whether the resolution has been passed.*

RESOLUTIONS OF THE GENERAL MEETING:

§ 16

Subject to the absolutely binding provisions of law and provisions of the Bank's Articles of Association, resolutions of the General Meeting are passed by an ordinary majority of votes cast. In cases such as amendments to the Bank's Articles of Association, including in particular change of the Bank's company, its registered office, business profile, increase or decrease of its share capital, issue of convertible bonds and bonds with pre-emptive right, taking up the Bank's shares as well as subscription warrants, and also liquidation or dissolution of the Bank, sale of the whole or part of the bank enterprise and merger with another bank, resolutions of the General Meeting shall be passed by a majority of 3/4 of votes cast. A resolution on the Bank's merger with another company requires a resolution of the General Meeting passed by a majority of 2/3 of votes cast.

MINUTES

§ 17

1. *Resolutions of the General Meeting should be included in the minutes drafted by the notary public.*
2. *Minutes are prepared in accordance with the provisions of the commercial companies code and Banking law. The minutes confirm correctness of convention of the General Meeting and its ability to pass resolutions; the passed resolutions are listed, for each resolution the following is given: number of shares from which valid votes were cast, percentage of the shares in the share capital, the total number of valid votes, number of votes "for", "against" and "abstained", as well as objections and statements made. Minutes should also include the text of motions proposed during a General Meeting, name and surname or company of a person on behalf of whom the motion was put forward, and the decision on the motion.*
3. *A list of presence with signatures of the participants of the General Meeting should be attached to the minutes. The Management Board should attach the proof of convention of the General Meeting to the book of minutes.*
4. *Excerpt from the minutes together with the proof of convention of the General Meeting and proxies granted by the shareholders are attached to the book of minutes by the Management Board. Shareholders may review the book of minutes and also demand that copies of resolutions certified by the Management Board be released to them.*
5. *Within one week following the end of the General Meeting, the Management Board shall disclose, on the Bank's website, the results of voting in the scope indicated in para. 2 of this section.*
6. *Minutes should be provided by the Management Board to the Polish Financial Supervision Authority within 14 (fourteen) days following the date of the end of the General Meeting.*

APPOINTING MEMBERS OF THE SUPERVISORY BOARD**§ 18**

1. *General Meeting elects members of the Supervisory Board provided that at least half of of the members of the Bank's Supervisory Board should be persons having knowledge of Poland's banking market, at least two members of the Supervisory Board should be independent members, in accordance with the Bank's Articles of Association.*
2. *Each shareholder may propose candidates for a member of the Supervisory Board. A candidate is proposed with a justification and brief CV of the candidate, including especially education, and professional experience.*
3. *The proposed candidate is entered in the list of candidates upon presentation of a representation to the Chairperson that he/she agrees to be a candidate.*
4. *Voting is preceded by an assessment made by the Bank on the basis of candidate's statements and available sources of information, whether the candidate's knowledge and experience are adequate to the function of a member of the Supervisory Board from the perspective of a need to ensure that the tasks of the Supervisory Board are performed correctly.*
5. *Voting for Supervisory Board members is held separately for each candidate in a secret vote, by an absolute majority of votes. A vote given to more candidates than the number of mandates is invalid. The Supervisory Board will include such candidates who, having received an absolute majority of votes, received the biggest number of votes. If the number of votes is the same, the voting is repeated, following the above mentioned rules.*
6. *If the number of candidates proposed for members of the Supervisory Board is the same as the number of posts to be filled, the voting may be taken by way of simultaneous voting for all the candidates, provided that no protest has been lodged in this respect. If a protest is made, the voting will take place applying the above mentioned general rules.*
7. *Each of the Bank's shareholders may put forward a motion for calling off individual or all members of the Supervisory Board. The motion for call off should include a justification. For a Supervisory Board member to be called off, an absolute majority of votes is required.*
8. *If, according to art. 385 § 3 of the commercial companies code, a correct motion has been put forward, for election, by the nearest General Meeting, of the Supervisory Board by way of voting for separate groups, the election shall be made according to the following rules:*
 - 1) *persons representing, at the General Meeting, the part of shares that results from division of the total number of represented shares by the number of the Supervisory Board members, may set up a separate group in order to elect one member of the Supervisory Board,*
 - 2) *mandates in the Supervisory Board that are not filled by a proper group of shareholders, set up according to point 1), shall be filled by way of voting involving all shareholders whose votes have not been cast when the Supervisory Board members were elected and the voting was performed by separate group voting,*
 - 3) *shareholders who will set up a separate group in order to elect a Supervisory Board member shall not participate in election of the other Supervisory Board members,*
 - 4) *group of shareholders set up on the basis of art. 385 § 3 of the commercial companies code shall elect a head of a given group, who prepares a list of the shareholders making up such group specifying the number of represented shares. Head of the group presents the list to the Chairperson who confirms the group's right to elect a specific number of the Supervisory Board members, and further signs the list,*
 - 5) *Voting in a group is taken via electronic vote counting device, unless the group of shareholders decide on another way of voting following the principle of voting secrecy,*
 - 6) *minutes from the voting in individual groups shall be drafted by a notary public who takes*

minutes of resolutions of the General Meeting.

FINAL PROVISIONS

§ 19

If there are any discrepancies between the provisions of the Regulations and the applicable law, the provisions of the Regulations contrary to the applicable law shall not apply.

§ 20

The Regulations apply to the General Meetings convened starting from the next General Meeting after the General Meeting during which the Regulations have been adopted”.

§ 2

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŽ BNP Paribas S.A.
dated 22 June 2017**

regarding amendments to the Articles of Association of Bank BGŽ BNP Paribas S.A. (§ 20 item 5, item 6 and item 7)

§ 1

Acting under Article 430 of the Code of Commercial Companies and Partnerships and § 12 para. 2 item 1 of the Articles of Association of Bank BGŽ BNP Paribas S.A., the Ordinary General Meeting hereby resolves on the following amendment to the Articles of Association of Bank BGŽ BNP Paribas S.A.:

1. **§ 20 item 5 of the Articles of Association of Bank BGŽ BNP Paribas S.A. receives the following wording:**
 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 Audit Committee of the Bank include in particular the supervision over the operations of the Internal Audit Line.
2. **§ 20 item 6 of the Articles of Association of Bank BGŽ BNP Paribas S.A. receives the following wording:**
 6. The Audit Committee of the Bank is composed of at least one independent member of the Bank Supervisory Board mentioned in Article 16 para. 4 of the Articles of Association with qualifications and experience in accounting and finance.
3. **§ 20 item 7 of the Articles of Association of Bank BGŽ BNP Paribas S.A. receives the following wording:**
 7. The 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 on Statutory

Auditors, their Self-Governing Organisations, Entities Authorised to Audit Financial Statements and on Public Oversight, and who has qualifications on the field of accountancy and audit. The above requirement is deemed satisfied if the terms and conditions set forth in this paragraph are fulfilled by persons specified in Article 6.

§ 2

This Resolution shall come into force on the date it has been passed, under the condition of registering with entrepreneurs register of the National Court Register.

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŽ BNP Paribas S.A.
dated 22 June 2017**

regarding amendments to the Articles of Association of Bank BGŽ BNP Paribas S.A. (§ 21 item 1)

Acting under Article 430 of the Code of Commercial Companies and Partnerships and § 12 para. 2 item 1 of the Articles of Association of Bank BGŽ BNP Paribas S.A., the Ordinary General Meeting hereby resolves on the following amendment to the Articles of Association of Bank BGŽ BNP Paribas S.A.:

§ 1

§ 21 item 1 of the Articles of Association of Bank BGŽ BNP Paribas S.A. receives the following wording:

“The Bank Management Board consists of four to twelve members, and from January 1, 2019 – of four to nine members. The members of the Management Board are appointed for a common term of three years.”

§ 2

This Resolution shall come into force on the date it has been passed, under the condition of registering with entrepreneurs register of the National Court Register.

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 22 June 2017

regarding amendments to the Articles of Association of Bank BGŻ BNP Paribas S.A. (§ 28, § 32, § 37)

§ 1

Acting under Article 430 of the Code of Commercial Companies and Partnerships and § 12 para. 2 item 1 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the Ordinary General Meeting hereby resolves on the following amendment to the Articles of Association of Bank BGŻ BNP Paribas S.A.:

1. § 28 of the Articles of Association of Bank BGŻ BNP Paribas S.A. receives the following wording:

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 Polish Financial Supervision Authority,
 - 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 appropriate legal regulations.
3. The Bank may create and abolish supplementary funds under resolutions of the General Meeting of Shareholders, unless the duty to create supplementary capital results from law provisions. When creating the supplementary capital, the General Meeting shall determine its purpose.
4. The Bank may create and abolish special funds under resolutions of the General Meeting of Shareholders, unless the duty to create special capital results from law provisions. When creating special funds, the General Meeting shall determine their purpose.

2. § 32 of the Articles of Association of Bank BGŻ BNP Paribas S.A. receives the following wording:

1. Additional capital is established from net profit deductions in a fiscal year and a surplus obtained at issuing shares above their nominal value, remaining after covering the costs of issuance, from additional capital payments made by shareholders in exchange for assigning special rights to their existing shares without increasing the share capital. Additional capital

may be earmarked for the coverage of balance sheet losses. The decision on using the additional capital is taken by the General Meeting.

2. Reserve capital is established regardless of the additional capital from net profit deductions in a fiscal year, earmarked to cover the balance sheet loss. The decision on using the reserve capital is taken by the General Meeting.
3. The general risk fund for unidentified risk related to banking operations is established from net profit deductions in the amount resolved by the General Meeting. The general risk fund is earmarked for unidentified risk related to banking operations.

3. § 37 of the Articles of Association of Bank BGŽ BNP Paribas S.A. receives the following wording:

The balance sheet profit of the Bank, decreased by deductions resulting from tax liabilities and equivalent payments pursuant to appropriate legal regulations, is appropriated for the following:

- 1) additional capital,
- 2) reserve capital,
- 3) general risk fund for unidentified risk related to banking operations,
- 4) dividend,
- 5) supplementary capital,
- 6) special funds,
- 7) other purposes,

on the basis of and in the amount determined in the resolution of the General Meeting.

§ 2

This Resolution shall come into force on the date it has been passed, under the condition of registering with entrepreneurs register of the National Court Register.

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŽ BNP Paribas S.A.
dated 22 June 2017**

regarding determination of the consolidated text of the Articles of Association of Bank BGŽ BNP Paribas S.A.

§ 1

Acting under Article 430 of the Code of Commercial Companies and Partnerships and ,§ 12 para. 2 item 1 of the Articles of Association of Bank BGŽ BNP Paribas S.A., the Ordinary General Meeting hereby resolves on the following consolidated text of the Articles of Association of Bank BGŽ BNP Paribas S.A.

**ARTICLES OF ASSOCIATION
OF BANK BGŻ BNP PARIBAS
SPÓŁKA AKCYJNA**

(consolidated text)

ARTICLES OF ASSOCIATION of BANK BGŻ BNP PARIBAS SPÓŁKA AKCYJNA

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

(Deleted)

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 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 Article, 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.*

IIa. OTHER RIGHTS OF THE BANK

Article 6a

The Bank has the right to perform actions provided for domestic banks and related to handling applications in proceedings regarding childcare allowance referred to in the provisions of the Law on State Aid in Childcare dated 11 February 2016 (Journal of Laws of 2016, item 195).

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 none of them be able 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 Meeting 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 Article 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 Code of Commercial Companies and Partnerships.*
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 three fourths 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 results 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 five-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 Chairmen 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) *s/he 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, whether in the Bank, its subsidiaries and parent entity;*
 - b) *s/he is not and has not been employed in the Bank, its subsidiaries or parent entity, or in associated entities of the Bank, within the last three years;*
 - c) *s/he does not receive any additional remuneration apart from the consideration due for the membership in the Supervisory Board, or any other financial benefits from the Bank, its subsidiaries or its parent entity, with the exception of benefits owed to him/her as a consumer who has entered into an agreement on standard terms with the Bank, its subsidiary or parent entity;*
 - d) *s/he 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) *s/he has not had, during the year preceding the election for the Supervisory Board and does not currently have, any material commercial or business connections with the Bank, its subsidiaries and parent entity which could significantly affect his/her independence;*
 - f) *s/he 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 parent entity;*
 - g) *s/he 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) *s/he 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) *s/he 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. *Whenever due to the expiry of mandates of certain members of the Supervisory Board, or whenever 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 convenes the General Meeting in order to supplement the composition of the Supervisory Board. If the number of independent members of the Supervisory Board is lower than the number of independent members of the Supervisory Board specified in Article 3, and the number of the members of the Supervisory Board is not less than 5 (five), the Supervisory Board will be able to adopt valid resolutions until its composition is supplemented with an appropriate number of independent members. In such a case the Management Board shall immediately convene the General Meeting in order to supplement the composition of the Supervisory Board with the appropriate number of the independent members.*
 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 Article 16 para. 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 Article 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. At the further 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 have the casting vote.*
3. *Resolutions concerning matters specified in Article 20 para. 1 item 1 section (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, provided however, that the resolution of the Supervisory Board is not required when the acquisition or disposal of the real estate, interest in real estate or perpetual usufruct right is related to the satisfaction of*

the Bank's claims against its debtor, securing the Bank's receivables, or is subject to a lease agreement (umowa leasingu), in which the Bank is the financing party, including in particular any acquisition in the performance of the lease agreement, disposal after the termination of the lease terms or during the same, as well as disposal after the termination of the lease agreement concerning particular real estate, interest in real estate or perpetual usufruct right, regardless of the value of such real estate, interest therein or perpetual usufruct right,

- 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) *giving consent to conducting 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 referred to in Article 5 para. 2, operations referred to in Article 5 para. 3 item 3 and Article 6 item 3, and contracting lombard loans,*
- k) *giving consent to conducting transactions with the Bank affiliated 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) *(deleted)*
- 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) *exercising 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 profit division or loss coverage,*
- b) *evaluation of the report on operations and financial statements for the previous financial year for the 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 opinions to any motions and issues that require 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 or include specific issues 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.*
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 Audit Committee of the Bank include in particular the supervision over the operations of the Internal Audit Line.*
6. *The Audit Committee of the Bank is composed of at least one independent member of the Bank Supervisory Board mentioned in Article 16 para. 4 of the Articles of Association with qualifications and experience in accounting and finance.*
7. *The 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 on Statutory Auditors, their Self-Governing Organisations, Entities Authorised to Audit Financial Statements and on Public Oversight, and who has qualifications on the field of accountancy and audit. The above requirement is deemed satisfied if the terms and conditions set forth in this paragraph are fulfilled by persons specified in Article 6.*

IV. BANK MANAGEMENT BOARD

§ 21

1. *The Bank Management Board consists of four to twelve members, and from January 1, 2019 – 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) *setting up and winding down the Bank committees, and 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, however the resolution of the Management Board is not required when the acquisition or disposal of the real estate, interest in real estate or perpetual usufruct right is related to the satisfaction of the Bank's claims against its debtor, securing the Bank's receivables, or is subject to a lease agreement (umowa leasingu), in which the Bank is the financing party, including in particular any acquisition in the performance of the lease agreement, disposal after the termination of the lease terms or during the same, as well as disposal after the termination of the lease agreement concerning particular real estate, interest in real estate or perpetual usufruct right, regardless of the value of such real estate, interest therein or 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 para. 2 item 12 is not required in the event of providing bank services determined in Article 5 para. 2 item 9, the services determined in Article 6 item 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 absolute majority of votes cast. In the case of an equal number of votes the President of the Management Board shall have the casting vote.

§ 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 Line, Internal Audit Line, Compliance and Control Line.*
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.*
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: lines, bureaus, departments and teams,*
 - 2) *branches,*
 - 3) *brokerage house,*
 - 4) *other organizational units specified in the regulations mentioned in paragraph 2,*
 - 5) *representative offices and foreign branches.*
2. *The organizational structure of the Bank and Bank Head Office is determined by the organizational 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 Polish Financial Supervision Authority,*
 - 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 appropriate legal regulations.*
3. *The Bank may create and abolish supplementary funds under resolutions of the General Meeting of Shareholders, unless the duty to create supplementary capital results from law provisions. When creating the supplementary capital, the General Meeting shall determine its purpose.*
4. *The Bank may create and abolish special funds under resolutions of the General Meeting of Shareholders, unless the duty to create special capital results from law provisions. When creating special funds, the General Meeting shall determine their purpose.*

§ 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 (Journal of Laws of 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 converted into bearer shares, the preference mentioned in paragraph 2 shall expire.*

§ 32

1. *Additional capital is established from net profit deductions in a fiscal year and a surplus obtained at issuing shares above their nominal value, remaining after covering the costs of issuance, from additional capital payments made by shareholders in exchange for assigning special rights to their existing shares without increasing the share capital. Additional capital may be earmarked for the coverage of balance sheet losses. The decision on using the additional capital is taken by the General Meeting.*
2. *Reserve capital is established regardless of the additional capital from net profit deductions in a fiscal year, earmarked to cover the balance sheet loss. The decision on using the reserve capital is taken by the General Meeting.*

3. *The general risk fund for unidentified risk related to banking operations is established from net profit deductions in the amount resolved by the General Meeting. The general risk fund is earmarked for unidentified risk related to banking operations.*

VII. PROCEDURE OF ISSUANCE OF INTERNAL REGULATIONS

§ 33

1. *The internal regulations of the Bank are issued in the following forms:*
 - 1) *Resolutions of the General Meeting,*
 - 2) *Resolutions of the Supervisory Board,*
 - 3) *Resolutions of the Bank's Management Board,*
 - 4) *Circular letters of members of the Bank's Management Board,*
 - 5) *Circular letters of the Bank's executive directors,*
 - 6) *Circular letters of the persons authorized by the President of the Bank's Management Board,*
 - 7) *Circular letters of the directors of basic organizational units of the Bank Head Office,*
 - 8) *By-laws of the Bank's organizational units, issued by directors of the organizational units of the Bank,*
 - 9) *Internal regulations issued by the Bank's executive directors or directors of the basic organizational units of the Bank Head Office.*

2. *The power to issue internal regulations shall be conferred upon:*
 - 1) *General Meeting - in the scope provided for in legal provisions as well as in the provisions of the Bank's Articles of Association,*
 - 2) *Supervisory Board - in the scope provided for in legal provisions as well as in the provisions of the Bank's Articles of Association,*
 - 3) *Management Board of the Bank - in the scope provided for in legal provisions, including the right to issue resolutions being templates of agreements, general terms and conditions of agreements and regulations, except for regulations of various promotions and competitions, as well as policies and methodologies, unless the Articles of Association of Bank provide otherwise,*
 - 4) *member of the Management Board of the Bank – with respect to management areas supervised by such a member of the Management Board specified in the organizational structure of the Bank, including the approval of templates of official letters and forms, operational manuals, procedures and official instructions, fees and commissions tables, interest rate tables, regulations of various promotions and competitions, as well as policies and methodologies to the extent specified by a resolution referred to in paragraph 3,*
 - 5) *executive directors of the Bank - with respect to lines supervised by such executive directors specified in the organizational structure of the Bank, including also the approval of the templates of official letters and forms, procedures and official instructions,*
 - 6) *director of the organizational unit of the Bank – with respect to the issuance of by-laws of the organizational units of the Bank,*
 - 7) *director of the basic organizational unit of the Bank Head Office – with respect to the issuance of internal regulations in the form of circular letters and by-laws of basic organizational units of the Bank Head Office.*

3. *The detailed principles and methods of preparing, advising on, issuing (also approving) and circulating internal regulations within the Bank are determined by the 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 ensuring the following:*
 - 1) *effectiveness and efficiency of the Bank's operations,*
 - 2) *reliability of financial reporting,*
 - 3) *compliance of the Bank's operations with law provisions and internal regulations.*
3. *The Bank's system of internal audit includes:*
 - 1) *risk control mechanisms,*
 - 2) *verification whether the Bank's operations are consistent with law provisions 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 Executive Director of the Internal Audit Line 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 appropriate legal regulations, is appropriated for the following:

- 8) *additional capital,*
- 9) *reserve capital,*
- 10) *general risk fund for unidentified risk related to banking operations,*
- 11) *dividend,*

- 12) *supplementary capital,*
- 13) *special funds,*
- 14) *other purposes,*

on the basis of and in the amount determined in the resolution of the General Meeting.

§ 38

The Bank keeps accounting on the basis of regulations in force in that respect.

§ 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 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.

§ 2

This Resolution shall come into force on the date it has been passed, under the condition of registering of the changes to the Bank BGŽ BNP Paribas S.A. Articles Association resulting from this resolution are registered with entrepreneurs register of the National Court Register