



Resolution No. 47/BZ/24/2017
of the Management Board of Bank BGŻ BNP Paribas S.A.
dated 26 April 2017

on the "Principles of Corporate Governance For Supervised Institutions" issued by the Polish Financial Supervision Authority.

Pursuant to § 22 para. 2 of the Articles of Association of BGŻ BNP Paribas S.A. it is resolved as follows:

§ 1.

The Management Board confirms that the Bank applies the "Principles of Corporate Governance For Supervised Institutions" issued by the Polish Financial Supervision Authority (hereafter: the Principles).

§ 2.

The Management Board resolves not to apply § 8 item 4 - "A supervised institution, when justified by the number of shareholders, should strive for facilitating the participation of all shareholders in 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.

Management Board resolves to:

- 1) present to the Bank's Supervisory Board information on the application of the rules to the extent defined by this Resolution, in the wording as per attachment hereto, and request that the Supervisory Board confirm the Principles, in particular pertaining to the organization and performance of supervision in Bank BGŻ BNP Paribas S.A. by the Supervisory Board as the supervisory body,
- 2) make a request to the General Meeting to pass a resolution on the information on Bank's compliance with Principles, as per attachment hereto,
- 3) present the motion referred to in it. 2) to the Supervisory Board for review.

§ 4.

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