



**Supervisory Board resolutions regarding matters submitted to the Agenda of the Ordinary General meeting on 18 May 2018**

**Resolution No. 3/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 on the evaluation of the Management Board's Report on the Activities of Bank BGŻ BNP Paribas S.A. for the year 2017.**

Pursuant to § 20 paragraph 1 subpar. 2) letter a) of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna and art. 382 § 3 of Commercial Companies Code the following is being resolved:

**§ 1**

After performing necessary appraisal as to compliance with the books and documents, as well as facts, the Supervisory Board issues a positive opinion on the Management Board's Report on the Activities of Bank BGŻ BNP Paribas S.A. for the year 2017, which is enclosed hereto.

**§ 2**

The resolution shall come into force on the date of its passing.

Vote was taken in an open manner. Number of those present: 9  
Number of votes "for": 9 Number of votes: "against": 0 Number of votes "abstained": 0

**Resolution No. 4/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 on the evaluation of the Management Board's Report on the Activities of Bank BGŻ BNP Paribas S.A. Capital Group for the year ended 31 December 2017.**

Pursuant to § 20 paragraph 1 subpar. 2) letter b) of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna the following is being resolved:

**§ 1**

After the necessary appraisal as to the compliance with the books, documents and facts, the Supervisory Board issues a positive opinion on the Management Board's Report on the Activities of Bank BGŻ BNP Paribas S.A. Capital Group for the year ended 31 December 2017, which is enclosed hereto.

**§ 2**

The resolution shall come into force on the date of its passing.

Vote was taken in an open manner. Number of those present: 9  
Number of votes "for": 9 Number of votes: "against": 0 Number of votes "abstained": 0

**Resolution No. 5/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 regarding the appraisal of Separate Financial Statements of Bank BGŻ BNP Paribas Spółka Akcyjna, for the year ended December 31, 2017**

Acting pursuant to § 20 paragraph 1 subpar. 2) letter a) of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna and art. 382 § 3 of Commercial Companies Code the following is being resolved:

**§ 1**

1. After performing necessary appraisal as to compliance with the books and documents, as well as facts, the Supervisory Board issues positive opinion on the Separate Financial Statements of Bank BGŻ BNP Paribas Spółka Akcyjna for the year ended on December 31, 2017 consisting of:

- statement of profit and loss for the period from January 1, 2017 to December 31, 2017 showing net profit of PLN 298 389 438,93 (two hundred ninety eight million three hundred eighty nine thousand four hundred thirty eight zloty and ninety three grosz),



- statement of other comprehensive income for the period from January 1, 2017 to December 31, 2017 with a total positive comprehensive income of PLN 440 858 306,17 (four hundred forty million eight hundred fifty eight thousand three hundred six zloty and seventeen grosz),
  - statement of financial position prepared as at December 31, 2017 showing total assets PLN 71 897 891 926, 95 (seventy one billion eight hundred ninety seven million eight hundred ninety one thousand nine hundred twenty six zloty and ninety five grosz),
  - statement of changes in equity for the period from January 1, 2017 to December 31, 2017 disclosing an increase in equity by PLN 440 045 815,16 (four hundred forty million forty five thousand eight hundred fifteen zloty and sixteen grosz),
  - statement of cash flows for the period from January 1, 2017 to December 31, 2017 showing a cash inflow of PLN 989 935 489,36 (nine hundred eighty nine million nine hundred thirty five thousand four hundred eighty nine zloty and thirty six grosz)
- and
- Auditor's notes to financial statements.

2. Separate Financial Statements of Bank BGŻ BNP Paribas Spółka Akcyjna for the year ended December 31, 2017 are attached hereto.

## **§ 2**

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

Vote was taken in an open manner. Number of those present: 9  
Number of votes "for": 9 Number of votes "against": 0 Number of votes "abstained": 0

### **Resolution No. 6/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 on the appraisal of Consolidated Financial Statements of Bank BGŻ BNP Paribas Spółka Akcyjna Capital Group for the year ended December 31, 2017**

Acting pursuant to § 20 paragraph 1 subpar. 2) letter b) of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna, the following is being resolved:

## **§ 1**

1. After performing necessary appraisal of compliance with the books, documents, and facts, the Supervisory Board issues positive opinion on the Consolidated Financial Statements of Bank BGŻ BNP Paribas Spółka Akcyjna Capital Group for the year ended December 31, 2017 consisting of:

- consolidated statement of profit and loss for the period from January 1, 2017 to December 31, 2017 showing net profit of PLN 279 707 598,37 (two hundred seventy nine million seven hundred seven thousand five hundred ninety eight zloty and thirty seven grosz),
  - consolidated statement of other comprehensive income for the period from January 1, 2017 to December 31, 2017 with a total positive comprehensive income of PLN 422 193 002,51 (four hundred twenty two millions one hundred ninety three thousand two zloty and fifty one grosz),
  - consolidated statement of financial position drawn up as at December 31, 2017 with balance sheet total of PLN 72 749 260 126,89 (seventy two billion seven hundred forty nine million two hundred sixty thousand one hundred twenty six zloty and eighty nine grosz),
  - consolidated statement of changes in equity for the period from January 1, 2017 to December 31, 2017 showing an increase in equity by PLN 412 642 872,64 (four hundred twelve million six hundred forty two thousand eight hundred seventy two zloty and sixty four grosz),
  - consolidated statement of cash flows for the period from January 1, 2017 to December 31, 2017 showing a cash inflow of PLN 959 581 489,36 (nine hundred fifty nine million five hundred eighty one thousand four hundred eighty nine zloty and thirty six grosz)
- and
- Auditor's notes to the consolidated financial statements.

2. Consolidated Financial Statements of Bank BGŻ BNP Paribas Spółka Akcyjna Capital Group for the year ended on December 31, 2017 are attached hereto.



**§ 2**

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

*Vote was taken in an open manner.*

*Number of those present: 9*

*Number of votes "for": 9 Number of votes "against": 0 Number of votes "abstained": 0*

**Resolution No. 7/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 regarding the appraisal of Report on non-financial information of Bank BGŻ BNP Paribas S.A. and Bank BGŻ BNP Paribas S.A. Capital Group for the year 2017**

*Pursuant to § 20 paragraph 1 of the Articles of Association of Bank BGŻ BNP Paribas Spółka Akcyjna the following is being resolved:*

**§ 1**

*1. After performing necessary appraisal as to compliance with the books and documents, as well as facts, the Supervisory Board issues a positive opinion on the Report on non-financial information of Bank BGŻ BNP Paribas S.A. and Bank BGŻ BNP Paribas S.A. Capital Group for the year 2017.*

*2. Report on non-financial information of Bank BGŻ BNP Paribas S.A. and Bank BGŻ BNP Paribas S.A. Capital Group for the year 2017 is attached hereto.*

**§ 2**

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

*Vote was taken in an open manner.*

*Number of those present: 9*

*Number of votes "for": 9 Number of votes "against": 0 Number of votes "abstained": 0*

**Resolution No. 14/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 on the assessment of the functioning of the remuneration Policy in 2017 in the Bank BGŻ BNP Paribas S.A.**

*Pursuant to § 20 para. of the Articles of Association of Bank BGŻ BNP Paribas S.A., in connection with the Remuneration Policy for persons having material impact on the risk profile of BGŻ BNP Paribas S.A., resolves as follows:*

**§ 1**

*The Supervisory Board, positively assesses the functioning of remuneration policy in the Bank in 2017 and notes that it promotes the development and security of the institution's operations.*

**§ 2**

*The Resolution shall come into force on the date of its passing.*

*Vote was performed in an open manner.*

*Number of those present: 9*

*Number of votes "for": 8 Number of votes "against": 1 Number of votes "abstained": 0*

**Resolution No. 23/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 the Supervisory Board's position concerning allocation of Bank's BGŻ BNP Paribas S.A. net profit for year 2017**

*Following § 20 paragraph 1 item 2) letters a) of the Articles of Association of Bank BGŻ BNP Paribas S.A. in conjunction with article 382 § 3 of the Commercial Companies Code the following is being resolved:*

**§ 1**

*The Supervisory Board of Bank BGŻ BNP Paribas S.A. positively assess the Management's Board motion to the Ordinary General Meeting to allocate of the whole 2017 net profit amounting to 298 389 438,93 PLN (two hundred ninety eight million three hundred eighty nine thousand four hundred thirty eight zlotych 93/100) to reserve capital.*

**§ 2**

*The resolution comes into force on the day of its passing.*



Vote was taken in an open manner. Number of those present: 9  
Number of votes "for": 9 Number of votes "against": 0 Number of votes "abstained": 0

**Resolution No. 24/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 on the approval of the Supervisory Board's Report on the results of the assessment of the Financial Statements of Bank BGŻ BNP Paribas S.A. including the Brokerage House Office, Management Board Report on Bank BGŻ BNP Paribas S.A. activities, including the Brokerage Office, the Consolidated Financial Statements of Bank BGŻ BNP Paribas S.A Capital Group, and of the Management Board Report on the activity of Bank BGŻ BNP Paribas S.A Capital Group for the fiscal year from 1st January 2017 to 31st December 2017, of the Report on non-financial information of Bank BGŻ BNP Paribas S.A. and Bank BGŻ BNP Paribas S.A. Capital Group for the year 2017, and on the motion of the Management Board on the distribution of profit for the fiscal year 2017, together with the assessment of adequacy and effectiveness of the internal control system in Bank BGŻ BNP Paribas S.A.**

Following § 20 paragraph 1 item 2) letters a), b), e) and f) of the Articles of Association of Bank BGŻ BNP Paribas S.A. the following is being resolved:

**§ 1**

The Supervisory Board of Bank BGŻ BNP Paribas S.A. approves the Supervisory Board's Report on the results of the assessment of the Financial Statements of Bank BGŻ BNP Paribas S.A. including the Brokerage House Office, Management Board Report on Bank BGŻ BNP Paribas S.A. activities, including the Brokerage Office, the Consolidated Financial Statements of Bank BGŻ BNP Paribas S.A Capital Group, and of the Management Board Report on the activity of Bank BGŻ BNP Paribas S.A Capital Group for the fiscal year from 1st January 2017 to 31st December 2017, of the Report on non-financial information of Bank BGŻ BNP Paribas S.A. and Bank BGŻ BNP Paribas S.A. Capital Group for the year 2017, and on the motion of the Management Board on the distribution of profit for the fiscal year 2017, together with the assessment of adequacy and effectiveness of the internal control system in Bank BGŻ BNP Paribas S.A., constituting enclosure to this resolution.

**§ 2**

The resolution comes into force on the day of its passing.

Vote was carried out in an open manner. Number of those present: 9  
Number of votes "for": 9 Number of votes "against": 0 number of votes "abstained": 0

**Resolution No. 25/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 on the approval of the Report on activities of the Supervisory Board of Bank BGŻ BNP Paribas S.A. and its committees in 2017 together with the assessments indicated in rule II.Z.10 of the Best Practices of WSE Listed Companies 2016 and assessment of the Bank's compliance with the Principles of Corporate Governance for the Supervised Institutions of 22 July 2014 issued by the Polish Financial Supervision Authority**

Pursuant to § 20 paragraph 1 item 2) of the Articles of Association of Bank BGŻ BNP Paribas S.A. and § 14 paragraph 1 item 2) letter g) of the By-laws of the Supervisory Board the following is being resolved:

**§ 1**

The Supervisory Board of Bank BGŻ BNP Paribas S.A. approves "Report on activities of the Supervisory Board of Bank BGŻ BNP Paribas S.A. and its committees in 2017 together with the assessments indicated in rule II.Z.10 of the Best Practices of WSE Listed Companies 2016 and assessment of the Bank's compliance with the Principles of Corporate Governance for the Supervised Institutions of 22 July 2014 issued by the Polish Financial Supervision Authority", constituting appendix to this resolution.



**§ 2**

*The resolution comes into force on the day of its passing.*

*Vote was carried out in an open manner.*

*Number of those present: 9*

*Number of votes "for": 9 Number of votes "against": 0 number of votes "abstained": 0*

**Resolution No. 27/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 on the motion of the Bank's Supervisory Board to the Ordinary General Meeting of Bank BGŻ BNP Paribas S.A. on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2017.**

*Pursuant to § 20 para. 2 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the following is being resolved:*

**§ 1**

*The Supervisory Board recommends to the Ordinary General Meeting granting a vote of acceptance to Mr Tomasz Bogus – President of the Management Board of Bank BGŻ BNP Paribas S.A. – for fiscal year 2017, for the fulfilment of his duties.*

**§ 2**

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

*Vote was performed in a secret manner.*

*Number of those present: 9*

*Number of votes "for": 9 Number of votes "against": 0 Number of votes "abstained": 0*

**Resolution No. 28/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 on the motion of the Bank's Supervisory Board to the Ordinary General Meeting of Bank BGŻ BNP Paribas S.A. on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2017.**

*Pursuant to § 20 para. 2 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the following is being resolved:*

**§ 1**

*The Supervisory Board recommends to the Ordinary General Meeting granting a vote of acceptance to Mr Przemysław Gdański – Vice President managing the Management Board's work of Bank BGŻ BNP Paribas S.A. – for fiscal year 2017, for the fulfilment of his duties.*

**§ 2**

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

*Vote was performed in a secret manner.*

*Number of those present: 9*

*Number of votes "for": 9 Number of votes "against": 0 Number of votes "abstained": 0*

**Resolution No. 29/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 on the motion of the Bank's Supervisory Board to the Ordinary General Meeting of Bank BGŻ BNP Paribas S.A. on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2017.**

*Pursuant to § 20 para. 2 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the following is being resolved:*

**§ 1**

*The Supervisory Board recommends to the Ordinary General Meeting granting a vote of acceptance to Mr Jean-Charles Aranda, Member of the Management Board of Bank BGŻ BNP Paribas S.A. – for fiscal year 2017, for the fulfilment of his duties.*

**§ 2**

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



Vote was performed in a secret manner. Number of those present: 9  
Number of votes "for": 9 Number of votes "against": 0 Number of votes "abstained": 0

**Resolution No. 30/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 on the motion of the Bank's Supervisory Board to the Ordinary General Meeting of Bank BGŻ BNP Paribas S.A. on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2017.**

Pursuant to § 20 para. 2 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the following is being resolved:

**§ 1**

The Supervisory Board recommends to the Ordinary General Meeting granting a vote of acceptance to Mr Bartosz Urbaniak, Member of the Management Board of Bank BGŻ BNP Paribas S.A. – for fiscal year 2017, for the fulfilment of his duties.

**§ 2**

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

Vote was performed in a secret manner. Number of those present: 9  
Number of votes "for": 9 Number of votes "against": 0 Number of votes "abstained": 0

**Resolution No. 31/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 on the motion of the Bank's Supervisory Board to the Ordinary General Meeting of Bank BGŻ BNP Paribas S.A. on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2017.**

Pursuant to § 20 para. 2 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the following is being resolved:

**§ 1**

The Supervisory Board recommends to the Ordinary General Meeting granting a vote of acceptance to Ms Magdalena Legęć – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. – for fiscal year 2017, for the fulfilment of her duties.

**§ 2**

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

Vote was performed in a secret manner. Number of those present: 9  
Number of votes "for": 9 Number of votes "against": 0 Number of votes "abstained": 0

**Resolution No. 32/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 on the motion of the Bank's Supervisory Board to the Ordinary General Meeting of Bank BGŻ BNP Paribas S.A. on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2017.**

Pursuant to § 20 para. 2 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the following is being resolved:

**§ 1**

The Supervisory Board recommends to the Ordinary General Meeting granting a vote of acceptance to Mr Daniel Astraud – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. - for fiscal year 2017, for the fulfilment of his duties.

**§ 2**

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

Vote was performed in a secret manner. Number of those present: 9  
Number of votes "for": 9 Number of votes "against": 0 Number of votes "abstained": 0



**Resolution No. 33/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 on the motion of the Bank's Supervisory Board to the Ordinary General Meeting of Bank BGŻ BNP Paribas S.A. on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2017.**

Pursuant to § 20 para. 2 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the following is being resolved:

**§ 1**

The Supervisory Board recommends to the Ordinary General Meeting granting a vote of acceptance to Mr. Francois Benaroya – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. – for fiscal year 2017, for the fulfilment of his duties.

**§ 2**

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

Vote was performed in a secret manner. Number of those present: 9  
Number of votes "for": 8 Number of votes "against": 0 Number of votes "abstained": 1

**Resolution No. 34/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 on the motion of the Bank's Supervisory Board to the Ordinary General Meeting of Bank BGŻ BNP Paribas S.A. on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2017.**

Pursuant to § 20 para. 2 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the following is being resolved:

**§ 1**

The Supervisory Board recommends to the Ordinary General Meeting granting a vote of acceptance to Mr. Blagoy Vankov Bochev – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. - for fiscal year 2017, for the fulfilment of his duties.

**§ 2**

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

Vote was taken in a secret manner. Number of those present: 9  
Number of votes "for": 9 Number of votes "against": 0 Number of votes "abstained": 0

**Resolution No. 35/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 on the motion of the Bank's Supervisory Board to the Ordinary General Meeting of Bank BGŻ BNP Paribas S.A. on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2017.**

Pursuant to § 20 para. 2 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the following is being resolved:

**§ 1**

The Supervisory Board recommends to the Ordinary General Meeting granting a vote of acceptance to Mr. Wojciech Kemblowski – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. - for fiscal year 2017, for the fulfilment of his duties.

**§ 2**

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

Vote was taken in a secret manner. Number of those present: 9  
Number of votes "for": 9 Number of votes "against": 0 Number of votes "abstained": 0

**Resolution No. 36/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 on the motion of the Bank's Supervisory Board to the Ordinary General Meeting of Bank BGŻ BNP Paribas S.A. on granting a vote of acceptance to the**



**Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2017.**

Pursuant to § 20 para. 2 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the following is being resolved:

**§ 1**

The Supervisory Board recommends to the Ordinary General Meeting granting a vote of acceptance to Mr. Jaromir Pelczarski – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. - for fiscal year 2017, for the fulfilment of his duties.

**§ 2**

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

Vote was taken in a secret manner.

Number of those present: 9

Number of votes “for”: 9 Number of votes: “against”: 0 Number of votes “abstained”: 0

**Resolution No. 37/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 on the motion of the Bank’s Supervisory Board to the Ordinary General Meeting of Bank BGŻ BNP Paribas S.A. on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2017.**

Pursuant to § 20 para. 2 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the following is being resolved:

**§ 1**

The Supervisory Board recommends to the Ordinary General Meeting granting a vote of acceptance to Mr. Przemysław Furlepa – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. - for fiscal year 2017, for the fulfilment of his duties.

**§ 2**

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

Vote was taken in a secret manner.

Number of those present: 9

Number of votes “for”: 9 Number of votes: “against”: 0 Number of votes “abstained”: 0

**Resolution No. 38/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 on the motion of the Bank’s Supervisory Board to the Ordinary General Meeting of Bank BGŻ BNP Paribas S.A. on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2017.**

Pursuant to § 20 para. 2 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the following is being resolved:

**§ 1**

The Supervisory Board recommends to the Ordinary General Meeting granting a vote of acceptance to Mr. Jerzy Śledziwski – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. - for fiscal year 2017, for the fulfilment of his duties.

**§ 2**

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

Vote was taken in a secret manner.

Number of those present: 9

Number of votes “for”: 9 Number of votes: “against”: 0 Number of votes “abstained”: 0

**Resolution No. 39/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 13 March 2018 on the motion of the Bank’s Supervisory Board to the Ordinary General Meeting of Bank BGŻ BNP Paribas S.A. on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2017.**





Pursuant to § 20 para. 2 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the following is being resolved:

**§ 1**

The Supervisory Board recommends to the Ordinary General Meeting granting a vote of acceptance to Mr. Philippe Bezieau – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. - for fiscal year 2017, for the fulfilment of his duties.

**§ 2**

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

Vote was taken in a secret manner.

Number of those present: 9

Number of votes “for”: 9 Number of votes: “against”: 0 Number of votes “abstained”: 0

**Resolution No. 44/2018 of the Supervisory Board of Bank BGŻ BNP Paribas S.A. dated 20 April 2018 on passing an opinion on the draft Agenda proposed for the Ordinary General Meeting of Bank BGŻ BNP Paribas S.A. planned to be held on 18 May 2018 an opinion on draft resolution of the Ordinary General Meeting of Bank BGŻ BNP Paribas S.A. regarding the share capital increase by the issue of series J ordinary bearer shares and series K ordinary inscribed shares under a private placement, depriving the existing shareholders of full pre-emptive rights to all series J shares and all series K shares, dematerialisation of and application for admitting and introducing the series J shares and rights to series J shares to trading on the regulated market operated by the Warsaw Stock Exchange, and amending the Articles of Association of Bank BGŻ BNP Paribas S.A.**

Pursuant to § 20 para. 2 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the following is being resolved:

**§ 1**

The Supervisory Board of Bank BGŻ BNP Paribas S.A gives a positive opinion on the draft Agenda accepted by the Bank’s Management Board, proposed for the Ordinary General Meeting of Bank BGŻ BNP Paribas S.A. planned to be held on 18 May 2018, and recommends to the Ordinary General Meeting of Bank BGŻ BNP Paribas S.A. acceptance of this Agenda.

**§ 2**

The Supervisory Board expresses a positive opinion resolution of the Ordinary General Meeting of Bank BGŻ BNP Paribas S.A. regarding the share capital increase by the issue of series J ordinary bearer shares and series K ordinary inscribed shares under a private placement, depriving the existing shareholders of full pre-emptive rights to all series J shares and all series K shares, dematerialisation of and application for admitting and introducing the series J shares and rights to series J shares to trading on the regulated market operated by the Warsaw Stock Exchange, and amending the Articles of Association of Bank BGŻ BNP Paribas S.A., attached hereto.

**§ 3**

This resolution comes into force on the day it has been passed.

Vote was performed in writing. All the Supervisory Board members were notified.

Number of those voting: 10

Number of votes “for”: 10 Number of votes “against”: 0 Number of votes “abstained”: 0



**Drafts of Supervisory Board resolutions regarding matters submitted to the Agenda of the Ordinary General meeting on 18 May 2018**

***Resolution No. .../2018 of the Supervisory Board of Bank BGŽ BNP Paribas S.A. dated ..... 2018 on the motion of the Bank's Supervisory Board to the Ordinary General Meeting of Bank BGŽ BNP Paribas S.A. on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2017.***

*Pursuant to § 20 para. 2 of the Articles of Association of Bank BGŽ BNP Paribas S.A., the following is being resolved:*

**§ 1**

*The Supervisory Board recommends to the Ordinary General Meeting granting a vote of acceptance to Mr. Jan Bujak – Vice President of the Management Board of Bank BGŽ BNP Paribas S.A. - for fiscal year 2017, for the fulfilment of his duties.*

**§ 2**

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