of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19 June 2015

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

The Ordinary General Meeting resolves to electas the chairperson.

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19 June 2015

on adoption of the agenda of the Ordinary General Meeting of Bank BGŻ 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 results of the assessment of the Financial Statements of BGŻ S.A. and the Activity report of the Management Board of the Bank of the financial year ended 31 December 2014, and the recommendation of the Bank's Management Board on the profit distribution for the financial year ended 31 December 2014 together with the assessment of adequacy and effectiveness of the internal control system at the Bank.
- 6. Review and approval of:
 - 1) Management Board Report on the Activity of the Bank BGŻ S.A. for the financial year ended 31 December 2014.
 - 2) Financial Statements of the Bank Bank BGŻ S.A. for the financial year ended 31 December 2014.
- 7. Passing resolution on the profit allocation of Bank Gospodarki Żywnościowej Spółka Akcyjna for the financial year ended 31 December 2014.
- 8. Review of the Supervisory Board Report on results of the assessment of the Consolidated Financial Statements of Bank Gospodarki Żywnościowej S.A. Capital Group for the financial year ended 31 December 2014 and report on the activity of Bank Gospodarki Żywnościowej S.A. Capital Group in 2014.
- 9. Review and approval of:

- 1) Management Board report on the Activity of the Capital Group of Bank Gospodarki Żywnościowej Spółka Akcyjna for the financial year ended on 31 December 2014.
- 2) Consolidated Financial Statement of the Capital Group of Bank Gospodarki Żywnościowej Spółka Akcyjna for the financial year ended 31 December 2014.
- 10. Passing resolutions on granting a vote of acceptance to the members of the Management Board of the Bank for the fulfillment of their duties.
- 11. Passing resolutions on granting a vote of acceptance to the members of the Supervisory Board for the fulfillment of their duties.
- 12. Passing resolutions on the determination of the number of Supervisory Board members.
- 13. Passing resolutions on changes in the composition of the Supervisory Board of the Bank.
- 14. Closing of the Meeting.

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19 June 2015

on the review and approval of the Management Board Report on the activity of Bank Gospodarki Żywnościowej Spółka Akcyjna for the financial year ended on 31 December 2014.

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

§ 1

The Ordinary General Meeting reviewed and accepted the Management Board Report on the activity of Bank Gospodarki Żywnościowej Spółka Akcyjna for the financial year ended on 31 December 2014.

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19 June 2015

on the review and approval of the Financial Statement of Bank Gospodarki Żywnościowej Spółka Akcyjna for the financial year ended 31 December 2014.

Acting pursuant to § 12 para. 1.1 of the Articles of Association of Bank BGŻ BNP Pairbas Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting reviewed and approved the Financial statement of Bank Gospodarki Żywnościowej Spółka Akcyjna for the financial year ended 31 December 2014, consisting of:

- the statement on the financial standing of the Bank as at 31 December 2014, showing balance-sheet total of PLN 40 484 204 423,87 (fourty billion four hundred and eighty four million two hundred and four thousand four hundred and twenty three zloty and eighty seven grosz),
- the Profit and Loss account statement of the Bank for the period from January 1, 2014 to December 31, 2014 showing net profit of PLN 137 730 149,06 (one hundred and thirty seven million seven hundred and thirty thousand one hundred and forty nine zloty and six grosz),
- the statement of reconciliation of changes in the Bank's equity for the period from January 1, 2014 to December 31, 2014, showing an increase of the Bank's equity by the amount of PLN 646 813 241,05 (six hundred and forty six million eight hundred and thirteen thousand two hundred and forty one zloty five grosz),
- the cash-flow statement for the Bank for the period from January 1, 2014 to December 31, 2014, showing a decrease of net funds by the amount of PLN 299 340 685,42 (two hundred and ninety nine million three hundred and forty thousand six hundred and eighty five złoty forty two grosz)

and

the auditor's notes to financial statement...

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19 June 2015

on the profit allocation of Bank Gospodarki Żywnościowej Spółka Akcyjna for the financial year ended 31 December 2014.

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

§ 1

The net profit given in the Financial Statement for the financial year ended 31 December 2014 amounting to PLN 137 730 149,06 (say: one hundred thirty seven million seven hundred thirty thousand one hundred forty nine zlotys six grosz) will be allocated for an increase of the Bank's supplementary capital.

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19 June 2015

on the review and approval of the Management Board Report on the activity of the Capital Group of Bank Gospodarki Żywnościowej Spółka Akcyjna for the financial year ended 31 December 2014.

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

§ 1

The Ordinary General Meeting reviewed and approved of the Report on the activity of the Capital Group of Bank Gospodarki Żywnościowej Spółka Akcyjna for the financial year ended 31 December 2014.

§ 2

Resolution No. of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19 June 2015

on the review and approval of Consolidated Financial Statement of the Capital Group of Bank Gospodarki Żywnościowej Spółka Akcyjna for the financial year ended 31 December 2014.

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

§ 1

After performing necessary review, approves the Consolidated Financial Statement of the Capital Group of Bank Gospodarki Żywnościowej Spółka Akcyjna for the financial year ended on 31 December 2014 consisting of:

- the statement on the financial standing of the Capital Group of Bank Gospodarki Żywnościowej Spółka Akcyjna as at December 31, 2014, showing the balance sheet total of PLN 40 496 575 253,87 (forty billion four hundred and ninety six million five hundred and seventy five thousand two hundred and fifty three złoty eighty seven grosz),
- the Profit and Loss account statement of the Capital Group of Bank Gospodarki Żywnościowej Spółka Akcyjna for the period from January 1, 2014 to December 31, 2014, showing net profit of PLN 138 030 659,06 (one hundred and thirty eight million thirty thousand six hundred and fifty nine zloty six grosz),
- the statement of reconciliation of changes in the equity of the Capital Group of Bank Gospodarki Żywnościowej Spółka Akcyjna for the period from 1 January 2014 to 31 December 2014 showing an increase of the equity of the Capital Group of Bank Gospodarki Żywnościowej Spółka Akcyjna by PLN 647 113 751,05 (six hundred and forty seven million one hundred and thirteen thousand seven hundred and fifty one złoty five grosz),
- the Cash-flow statement of the Capital Group of Bank Gospodarki Żywnościowej Spółka Akcyjna for the period from 1 January 2014 to 31 December 2014, showing a decrease of

funds by the amount of PLN 299 340 685,42 (two hundred and ninety nine million three hundred and forty thousand six hundred and eighty five złoty forty two grosz),

and

- the auditor's notes to the consolidated financial statement of the Capital Group of Bank Gospodarki Żywnościowej Spółka Akcyjna.

§ 2

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

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19th June 2015

on granting a vote of acceptance to the member of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the 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 Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties – for the period from 1 January 2014 to 31 December 2014.

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19th June 2015

on granting a vote of acceptance to the member of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

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

§ 1

To grant a vote of acceptance to Mr. Gerardus Cornelis Embrechts, First Vice President of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1 January 2014 to 31 December 2014.

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19th June 2015

on granting a vote of acceptance to the member of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

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

§ 1

To grant a vote of acceptance to Mr. Johannes Gerardus Beuming - Vice President of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1 January 2014 to 30 June 2014.

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19th June 2015

on granting a vote of acceptance to the member of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the 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 Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of her duties in the period from 1 January 2014 to 31 December 2014.

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19th June 2015

on granting a vote of acceptance to the member of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the 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 - Vice President of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of her duties in the period from 1 January 2014 to 31 December 2014.

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19th June 2015

on granting a vote of acceptance to the member of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

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

§ 1

To grant a vote of acceptance to Mr. Dariusz Odzioba - Vice President of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1 January 2014 to 31 December 2014.

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19th June 2015

on granting a vote of acceptance to the member of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

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

§ 1

To grant a vote of acceptance to Mr. Witold Okarma - Vice President of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1 January 2014 to 31 December 2014.

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19th June 2015

on granting a vote of acceptance to the member of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the 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 Sass - Vice President of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1 January 2014 to 31 December 2014.

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19th June 2015

on granting a vote of acceptance to the member of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the 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 Sieradz - Vice President of the Management Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1 January 2014 to 31 December 2014.

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19 June 2015

on granting a vote of acceptance to the Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the 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, for the fulfillment of his duties in the period from 15 September 2014 to 31 December 2014, including the duties of Chairperson of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna in the period from 3 October 2014.

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ PNP Pariabs S.A. dated 19 June 2015

on granting a vote of acceptance to the Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the 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 Lemierre, for the fulfillment of his duties in the period from 15 September 2014 to 31 December 2014, including the duties of Deputy Chairperson of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna in the period from 3 October 2014.

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19 June 2015

on granting a vote of acceptance to the Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of her duties.

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

§ 1

To grant a vote of acceptance to Mr. Dariusz Filar, the fulfillment of his duties in the period from 1 January 2014 to 31 December 2014, including the duties of Deputy Chairperson of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna in the period until 3 October 2014.

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19 June 2015

on granting a vote of acceptance to the Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the 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, Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 15 September 2014 to 31 December 2014.

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19 June 2015

on granting a vote of acceptance to the Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the 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 Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1 January 2014 to 31 December 2014.

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19 June 2015

on granting a vote of acceptance to the Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of her duties.

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

§ 1

To grant a vote of acceptance to Ms. Michel Vial, Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of her duties in the period from 15 September 2014 to 31 December 2014.

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19 June 2015

on granting a vote of acceptance to the Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the 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 Alexander Pruijs, Chairperson of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1 January 2014 to 15 September 2014.

§ 2

Resolution No. of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A.

dated 19 June 2014

on granting a vote of acceptance to the Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of her duties.

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

§ 1

To grant a vote of acceptance to Ms. Tanja Cuppen, Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of her duties in the period from 1 January 2014 to 15 September 2014.

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19 June 2015

on granting a vote of acceptance to the Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

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

§ 1

To grant a vote of acceptance to Mr. Evert Derks Drok, Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1 January 2014 to 15 September 2014.

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19 June 2015

on granting a vote of acceptance to the Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties.

Acting pursuant to § 12 para. 1.4 of the 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 Iwanciki, Member of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna for the fulfillment of his duties in the period from 1 January 2014 to 15 September 2014.

§ 2

of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19 June 2015

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. 26 of the Ordinary General Meeting of Bank Gospodarki Żywnościowej S.A.

dated 28 June 2013 on the determination of the number of members of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna in a new term is being amended by changing the wording form:

"The number of members of the Supervisory Board of Bank Gospodarki Żywnościowej Spółka Akcyjna in the new term shall be 6 persons."

to new wording:

"The number of members of the Supervisory Board of Bank BGŻ BNP Paribas Spółka Akcyjna in the present term shall be persons"

§ 2

The Resolution comes into force on the date it has been

Resolution No. of the Ordinary General Meeting of the Company Bank BGŻ BNP Paribas S.A. dated 19 June 2015

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 Statute of Bank BGŻ BNP
Paribas Spółka Akcyjna, the Ordinary General Meeting resolves the following:

§ 1

	•	
Mr/Ms	is hereby appointed as a member	of the Supervisory Board of
Bank BGŻ BNP Paribas Spółka	a Akcvina.	