

**BANK ZACHODNI WBK
SPÓŁKA AKCYJNA
MANAGEMENT BOARD**

**Management Board Resolution no. 9/2013
Dated 18 January 2013**

re: Approval of “Code of Best Practice for WSE Listed Companies”

Bearing in mind the recommendation of Giełda Papierów Wartościowych w Warszawie S.A (Warsaw Stock Exchange) to consolidate the corporate governance standards in public companies and acting pursuant to § 39 of Bank Zachodni WBK Statutes, the Bank’s Management Board hereby resolves the following:

§ 1

1. Management Board approves “Code of Best Practice for WSE Listed Companies” introduced by the Stock Exchange Supervisory Board’s Resolution no. 19/1307/2012 as worded in the Appendix to this Resolution.
2. Management Board hereby resolves to submit “Code of Best Practice for WSE Listed Companies” to the Bank’s Supervisory Board for approval.

§ 2

The Management Board’s Resolution no. 142/2011, dated 6 December 2011 re. approval of “Code of Best Practice for WSE Listed Companies” is hereby revoked.

§ 3

The Resolution becomes effective as from 1 January 2013 upon approval by the Supervisory Board.

Mateusz Morawiecki	2011-01-18	.....
Andrzej Burliga	2011-01-18	.....
Michael McCarthy	2011-01-18	.....
Eamonn Crowley	2011-01-18	.....
Piotr Partyga	2011-01-18	.....
Juan de Porras Aguirre	2011-01-18	.....

Marcin Prell	2011-01-18	.....
Marco Antonio Silva Rojas	2011-01-18	.....
Mirosław Skiba	2011-01-18	.....
Feliks Szyszkowiak	2011-12-06	.....