

*re: item 2 of the agenda*

**RESOLUTION OF THE ANNUAL GENERAL MEETING OF BANK ZACHODNI WBK S.A.**

*(draft)*

**re. appointing Chairman of the Meeting**

§ 1

Annual General Meeting shall elect the Chairman of the Meeting in the person of ....

§ 2

This resolution shall come into force on the day of its adoption.

**re: item 4 of the agenda**

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. adopting the meeting's agenda**

Annual General Meeting shall adopt the following agenda of the meeting:

1. Opening of the General Meeting.
2. Electing the Chairman of the General Meeting.
3. Establishing whether the General Meeting has been duly convened and has the capacity to adopt resolutions.
4. Adopting the agenda for the General Meeting.
5. Reviewing and approving the Bank's Zachodni WBK S.A. financial statements for 2017.
6. Reviewing and approving the consolidated financial statements of the BZ WBK Group for 2017.
7. Reviewing and approving the Management Board's report on the Bank's Zachodni WBK S.A. activities in 2017 and the Management Board's report on the BZ WBK Group activities in 2017.
8. Adopting resolutions on distribution of profit, the dividend day and dividend payment date.
9. Giving discharge to the members of the Bank Zachodni WBK S.A. Management Board.
10. Reviewing and approving the Supervisory Board's report on its activities in 2017 and the Supervisory Board's report on the assessment of the financial statements of the Bank and the BZ WBK Group as well as the reports on the Bank's and the BZ WBK Group's activities; and applicable remuneration policy assessment.
11. Giving discharge to the members of the Bank Zachodni WBK S.A. Supervisory Board.
12. Amendments to the Bank's Statute.
13. Change of the Bank's name and the registered office and amendments to the Bank's Statute.
14. Determination of remuneration of the member of the Bank Zachodni WBK S.A. Supervisory Board.
15. Amendments to the Terms of Reference of the General Meetings of Bank Zachodni WBK S.A.
16. Closing the General Meeting.

**re: item 5 of the agenda**

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. approval the Bank's financial statements for 2017**

Pursuant to art. 393 point 1 and art. 395 § 2 point 1 of the Commercial Companies Code, the following is hereby resolved:

§ 1

The Annual General Meeting has considered and hereby approves, submitted by the Bank's Management Board, financial statements of Bank Zachodni WBK S.A. seated in Wrocław for the period beginning on the first day of January of the year two thousand and seventeen /1.01.2017/ and finishing on the thirty first day of December of the year two thousand and seventeen /31.12.2017/, including:

- statement of financial position prepared as at the thirty first of December two thousand and seventeen /31.12.2017/ which on the assets and liabilities and equity side shows the amount of PLN 132 863 268 k,
- income statement for the accounting year from the first of January two thousand and seventeen /1.01.2017/ until the thirty first of December two thousand and seventeen /31.12.2017/ which shows profit-after-tax in the amount of PLN 1 916 156 k,
- statement of comprehensive income for the accounting year from the first of January two thousand and seventeen /1.01.2017/ until the thirty first of December two thousand and seventeen /31.12.2017/ which shows total comprehensive income in the amount of PLN 2 346 705 k,
- statement of cash flows for the accounting year from the first of January two thousand and seventeen /1.01.2017/ until the thirty first of December two thousand and seventeen /31.12.2017/ which shows a decrease of PLN (4 048 528) k in the net cash balance,
- statement of changes in equity showing as at the thirty first of December two thousand and seventeen /31.12.2017/ the equity of PLN 20 838 837 k,
- explanatory notes;

§ 2

The resolution becomes effective as of the date of its adoption.

**re: item 6 of the agenda**

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. approval of the Consolidated Financial Statements of Bank Zachodni WBK Group for the year 2017**

Pursuant to art. 395 § 5 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Annual General Meeting of Shareholders of Bank Zachodni WBK S.A. has reviewed and hereby approves, submitted by the Bank's Management Board, consolidated financial statements of Bank Zachodni WBK Group for the period beginning on the first day of January of the year two thousand and seventeen /1.01.2017/ until the thirty first day of December of the year two thousand and seventeen /31.12.2017/, including:

- consolidated statement of financial position prepared as at the thirty first of December two thousand and seventeen /31.12.2017/ which on the assets and liabilities and equity side shows the amount of PLN 152 674 444 k,
- consolidated profit and loss account for the accounting year from the first of January two thousand and seventeen /1.01.2017/ until the thirty first of December two thousand and seventeen /31.12.2017/ which shows profit-after-tax in the amount of PLN 2 518 514 k (of which PLN 305 460 k is attributable to non-controlling interests),
- consolidated statement of comprehensive income for the accounting year from the first of January two thousand and seventeen /1.01.2017/ until the thirty first of December two thousand and seventeen /31.12.2017/ which shows total comprehensive income in the amount of PLN 2 963 470 k (of which PLN 312 043 k is attributable to non-controlling interests),
- consolidated statement of cash flows for the accounting year from the first of January two thousand and seventeen /1.01.2017/ until the thirty first of December two thousand and seventeen /31.12.2017/ which shows the decrease in net cash balance of PLN (4 176 431) k,
- statement of changes in consolidated equity showing as at the thirty first of December two thousand and seventeen /31.12.2017/ the amount of PLN 23 343 629 k,
- explanatory notes;

§ 2

The resolution becomes effective as of the date of its adoption.

**re: item 7 of the agenda**

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. approval Management Board Report on Bank Zachodni WBK Group Performance in 2017  
including Management Board Report on Bank Zachodni WBK Performance**

Pursuant to art. 393 point 1, art. 395 § 2 point 1 and § 5 of the Commercial Companies Code, the following is hereby resolved:

§ 1

The Annual General Meeting of Shareholders has considered and hereby approves the Management Board Report on Bank Zachodni WBK Group Performance in 2017 (including Management Board Report on Bank Zachodni WBK Performance in 2017).

§ 2

The resolution becomes effective as of the date of its adoption.

*re: item 8 of the agenda*

**RESOLUTION OF THE ANNUAL GENERAL MEETING  
OF BANK ZACHODNI WBK S.A.**

*(draft)*

**re: profit distribution, dividend registration day and dividend payment day**

Pursuant to art. 348 §3 and 4 and art. 395 §2 point 2 of the Commercial Companies Code, the following is hereby resolved:

§ 1

1. Annual General Meeting has divided the net profit generated by Bank Zachodni WBK S.A. ("the Bank) in the accounting year commenced on 01.01.2017 and ended on 31.12.2017 in the amount of PLN 1,916,156,271.08 in the following way:
  - PLN 958,078,135.54 shall be allocated to the reserve capital,
  - PLN 958,078,135.54 shall be left undivided.
  
2. General Meeting of Shareholders has divided the undivided net profit generated by the Bank in the accounting year commenced on 01.01.2016 and ended on 31.12.2016 in the amount of PLN 1,040,859,947.84 in the following way:
  - PLN 307,627,055.40 shall be allocated to the dividend for shareholders,
  - PLN 218,465,916.35 shall be allocated to the cover negative impact of IFRS9 implementation,
  - PLN 514,766,976.09zł shall be left undivided.
  
3. The number of shares eligible for the dividend is 99,234,534 (say: ninety nine million two hundred thirty four thousand five hundred and thirty four) series A, B, C, D, E, F, G, H, I, J, K and L. The M shares series are not eligible for the dividend paid from the profit for 2016, in accordance with Annual General Meeting of the Bank no. 43 dated 17<sup>th</sup> May 2017.

Dividend per share is PLN 3.10.

The dividend will be paid to the shareholders eligible as at the end of the dividend registration day.

The dividend registration day is 30<sup>th</sup> May 2018.

The dividend will be paid on 14<sup>th</sup> June 2018.

§ 2

The resolution becomes effective as of the date of its adoption.

**Bank's Management Board recommendation regarding proposed dividend payment.**

The following are arguments to support the notified proposals, i.e. paying dividends from the undistributed net profit of the Bank for the year 2016

The Management Board would like to present following arguments, supporting this proposal. The following indicators achieved on the day 31.12.2017 confirm the good capital standing of the Bank and the Group of Bank Zachodni WBK S.A.

- Tier I capital ratio of the Bank 17.37%
- Total capital ratio TCR of the Bank 18.95%
- Tier I capital ratio of the Group 15.28%
- Total capital ratio TCR of the Group 16.69%

Capital ratios on an individual and consolidated basis are above the minimum capital ratios resulting from decisions and recommendations of Polish Financial Supervision Authority (PFSA).

The Management Boards is of the opinion that:

- level of retained profits is sufficient to conduct the strategy of the Bank/Group and provides adequate balance between efficient capital utilisation and growth;
- accumulated capital base reflects prudent approach to acceptable risk level associated to current and future Bank business and ensuring safeness of placed deposits.

*re: item 9 of the agenda*

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the President of the Management Board for performance of his duties**

Pursuant to art. 395 §2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. Michał Gajewski, the Management Board President, is granted the word of approval for performance of his duties in the period from 1.01.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Vice President of the Management Board for performance of his duties**

Pursuant to art. 395 §2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. Andrzej Burliga, is granted the word of approval for performance of his duties:

- 1) as Member of the Management Board in the period from 1.01.2017 to 10.03.2017, and
- 2) as Vice President of the Management Board in the period from 10.03.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Vice President of the Management Board for performance of his duties**

Pursuant to art. 395 §2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. Michael McCarthy, is granted the word of approval for performance of his duties:

- 3) as Member of the Management Board in the period from 1.01.2017 to 10.03.2017, and
- 4) as Vice President of the Management Board in the period from 10.03.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.



**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Vice President of the Management Board for performance of his duties**

Pursuant to art. 395 §2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. Juan de Porras Aguirre, is granted the word of approval for performance of his duties:

- 5) as Member of the Management Board in the period from 1.01.2017 to 10.03.2017, and
- 6) as Vice President of the Management Board in the period from 10.03.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Vice President of the Management Board for performance of his duties**

Pursuant to art. 395 §2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. Mirosław Skiba, is granted the word of approval for performance of his duties:

- 7) as Member of the Management Board in the period from 1.01.2017 to 10.03.2017, and
- 8) as Vice President of the Management Board in the period from 10.03.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Vice President of the Management Board for performance of his duties**

Pursuant to art. 395 §2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. Feliks Szyszkowiak, is granted the word of approval for performance of his duties:

- 9) as Member of the Management Board in the period from 1.01.2017 to 10.03.2017, and
- 10) as Vice President of the Management Board in the period from 10.03.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Member of the Management Board for performance of his duties**

Pursuant to art. 395 §2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§1

Mr. Artur Chodacki, the member of the Management Board, is granted the word of approval for performance of his duties in the period from 1.01.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Member of the Management Board for performance of his duties**

Pursuant to art. 395 §2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. Eamonn Crowley, the Management Board Member, is granted the word of approval for performance of his duties in the period from 1.01.2017 to 16.02.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Member of the Management Board for performance of his duties**

Pursuant to art. 395 §2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§1

Mr. Carlos Polaino Izquierdo, the member of the Management Board, is granted the word of approval for performance of his duties in the period from 1.01.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Member of the Management Board for performance of his duties**

Pursuant to art. 395 §2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§1

Mr. Marcin Prell, the member of the Management Board, is granted the word of approval for performance of his duties in the period from 1.01.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Member of the Management Board for performance of his duties**

Pursuant to art. 395 §2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§1

Mr. Arkadiusz Przybył, the member of the Management Board, is granted the word of approval for performance of his duties in the period from 10.03.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Member of the Management Board for performance of his duties**

Pursuant to art. 395 §2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§1

Mr. Maciej Reluga, the member of the Management Board, is granted the word of approval for performance of his duties in the period from 16.02.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

**RESOLUTION**  
**of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Member of the Management Board for performance of her duties**

Pursuant to art. 395 §2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§1

Ms. Dorota Strojowska, the member of the Management Board, is granted the word of approval for performance of her duties in the period from 1.04.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

*re: item 10 of the agenda*

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. approval of the Supervisory Board reports and remuneration policy assessment**

Pursuant to art. 382 §3 and 395 §5 of the Commercial Companies Code, item II.Z.10.3 of the Best Practice for Warsaw Stock Exchange S.A. (Giełda Papierów Wartościowych w Warszawie S.A.) Listed Companies 2016 and § 27, § 28 clause 3 and 4 of the Corporate Governance Rules for Supervised Institutions, the following is hereby resolved:

§ 1

Approval is given for the BZ WBK Supervisory Board's report on its activities in the period from 1.01.2017 to 31.12.2017, report on the examination of: BZ WBK financial statements for 2017; consolidated financial statements of the BZ WBK Group for 2017; report on the BZ WBK Group operations in 2017 including report on Bank Zachodni WBK operations; the Management Board's motion concerning distribution of profit earned in 2016 and 2017; the BZ WBK Supervisory Board's assessment of the BZ WBK Group's operations in 2017; and also adoption of: the Supervisory Board assessment of the Bank's manner of fulfilling disclosure requirements with regard to the corporate governance rules set out in the Warsaw Stock Exchange Rules and regulations pertaining to current and periodic information published by issuers of securities and the Supervisory Board evaluation results of applying the Corporate Governance Rules for Supervised Institutions is made

(Appendix hereto).

§ 2

1. Supervisory Board of Bank Zachodni WBK S.A. report on assessment of the operation of the remuneration policy which consists of: Remuneration Policy for BZ WBK Supervisory Board Members, Remuneration Policy for BZ WBK Management Board Members, Remuneration Policy for individuals holding managerial positions in Bank Zachodni WBK and Policy on variable components of remuneration paid to individuals holding managerial positions in BZ WBK Group is included in the appendix to this resolution referred to in § 1.
2. Annual General Meeting shall make positive evaluation of remuneration policy indicated in clause 1.

§ 3

The resolution becomes effective as of the date of its adoption.

*The annex to the draft resolution of the Annual General Meeting is in the attached file.*

*re: item 11 of the agenda*

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Chairman of the Supervisory Board for performance of his duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. Gerry Byrne, the Chairman of the Bank's Supervisory Board, is granted the word of approval for performance of his duties as Chairman of the Supervisory Board in the period from 1.01.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Member of the Supervisory Board for performance of his duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. José García Cantera, the member of the Bank's Supervisory Board, is granted the word of approval for performance of his duties in the period from 1.01.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Member of the Supervisory Board for performance of her duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Ms. Danuta Dąbrowska, the member of the Bank's Supervisory Board, is granted the word of approval for performance of her duties in the period from 1.01.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

**RESOLUTION**  
**of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Member of the Supervisory Board for performance of his duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. David R. Hexter, the member of the Bank's Supervisory Board, is granted the word of approval for performance of his duties in the period from 01.01.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

**RESOLUTION**  
**of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Member of the Supervisory Board for performance of his duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. Witold Jurcewicz, the member of the Bank's Supervisory Board, is granted the word of approval for performance of his duties in the period from 1.01.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

**RESOLUTION**  
**of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Member of the Supervisory Board for performance of his duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. José Luis De Mora, the member of the Bank's Supervisory Board, is granted the word of approval for performance of his duties in the period from 1.01.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

**RESOLUTION**  
**of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Member of the Supervisory Board for performance of his duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. John Power, the member of the Bank's Supervisory Board, is granted the word of approval for performance of his duties in the period from 1.01.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

**RESOLUTION**  
**of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Member of the Supervisory Board for performance of his duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. Jerzy Surma, the member of the Bank's Supervisory Board, is granted the word of approval for performance of his duties in the period from 1.01.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

**RESOLUTION**  
**of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Member of the Supervisory Board for performance of his duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. José Manuel Varela, the member of the Bank's Supervisory Board, is granted the word of approval for performance of his duties in the period from 1.01.2017 to 17.05.2017.

§ 2

The resolution becomes effective as of the date of its adoption.



**RESOLUTION**  
**of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Member of the Supervisory Board for performance of his duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Mr. José Manuel Campa, the member of the Bank's Supervisory Board, is granted the word of approval for performance of his duties in the period from 17.05.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

**RESOLUTION**  
**of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. giving discharge to the Member of the Supervisory Board for performance of her duties**

Pursuant to art. 395 § 2 point 3 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Ms. Marynika Woroszyńska-Sapieha, the member of the Bank's Supervisory Board, is granted the word of approval for performance of her duties in the period from 1.01.2017 to 31.12.2017.

§ 2

The resolution becomes effective as of the date of its adoption.

**re: item 12 of the agenda**

**RESOLUTION  
of the Annual General Meeting  
of Bank Zachodni WBK S.A.**

*(draft)*

**re. amendments of the Bank's Statute**

**§ 1**

Pursuant to Article 430 of the Polish Commercial Companies Code, the following amendments to the Bank's Statute are introduced:

- 1) in § 7 section 1:
  - a) point 6a shall be deleted.
- 2) in § 37 section 3 point 3 shall be added in the following reading:  
"3) the designated Member of the Management Board, not in charge of supervising an area generating a significant risk for the Bank's activity and other than the one referred to in point 2, is in charge of the compliance unit and supervises the compliance risk.";
- 3) in § 42 section 2 point 2 shall now read as follows:  
"2) an independent compliance function responsible for identification, assessment, control and monitoring of the risk of Bank's non-compliance with the law, internal regulations and market standards and presenting relevant reports."

**§ 2**

The amendment to the Statutes in the scope defined in § 1 requires the consent of the Financial Supervision Authority.

**§ 3**

The Supervisory Board shall be authorized to determine the consolidated text of the Bank's Statute.

**§ 4**

The Resolution becomes effective upon registration of the foregoing amendments to the Statute by a relevant registry court.

**re: item 13 of the agenda**

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. change of the Bank's name, its registered office and the amendments to the Bank's Statute**

Pursuant to Article 430 of the Polish Commercial Companies Code, the following shall be resolved:

§ 1

1. It is decided to change the Bank's name from "Bank Zachodni WBK Spółka Akcyjna" into „Santander Bank Polska Spółka Akcyjna”.
2. It is decided to change the Bank's registered office from Wrocław into Warsaw.

§ 2

Regarding §1, the following amendments to the Bank's Statute are introduced:

- 1) Title of the Statute shall be read as follows:  
"Statute of Santander Bank Polska S.A.”;
- 2) § 1 shall be read as follows:  
"§ 1.  
The name of the Bank is "Santander Bank Polska Spółka Akcyjna”.”;
- 3) § 3 shall be read as follows:  
"§ 3.  
The Bank has its registered office in Warsaw.”;
- 4) § 19 clause 4 shall be read as follows:  
"4. The General Meeting of Shareholders is held in the Bank's registered office or in another location indicated in the notice of General Meeting.”;
- 5) § 19a clause 2 shall be read as follows:  
"2. The detailed rules of participation in the General Meeting in the manner referred to in section 1 above shall be defined by the Management Board and the Terms of Reference of the General Meetings of Santander Bank Polska S.A.”.

§ 3

The amendments to the Statute in the scope defined in § 2 require the consent of the Polish Financial Supervision Authority.

§ 4

The Supervisory Board shall be authorized to determine the consolidated text of the Bank's Statute.

§ 5

The Resolution becomes effective upon registration of the foregoing amendments to the Statute by a relevant registry court.

**re. item 14 of the agenda**

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(projekt)*

**re. determining additional remuneration for the Supervisory Board Member**

Pursuant to art. 392 § 1 in relation to art. 390 of the Commercial Companies Code, the following is hereby resolved:

§ 1

An additional remuneration for Mr. John Power – the Supervisory Board Member is hereby determined:

- 1) for each participation in the Audit and Compliance Committee meeting, due to being an expert, in the amount of 2 100 euro (two thousand and one hundred);
- 2) for the period from 1<sup>st</sup> December 2017 to 1<sup>st</sup> November 2018, as the Supervisory Board Member assigned by the Supervisory Board to perform individually certain supervision activities over the integration of the carved out business of Deutsche Bank Polska S.A. with Bank Zachodni WBK S.A. in the amount of 20 000 euro (twenty thousand euro) monthly;
- 3) in the amount of 150% of the yearly remuneration stipulated in item 2, provided that the legal integration process of the carved out business of Deutsche Bank Polska S.A. with Bank Zachodni WBK SA. is completed and provided that the benefits of this integration will be achieved according to the adopted schedule.

§ 2

Resolution becomes effective on the day of its adoption.

**re: item 15 of the agenda**

**RESOLUTION  
of the Annual General Meeting of Bank Zachodni WBK S.A.**

*(draft)*

**re. amendments to the Terms of Reference of the General Meetings of Shareholders  
of Bank Zachodni WBK S.A.**

§ 1

Pursuant to Article 395 § 5 of the Polish Commercial Companies Code, the following amendments to the Terms of Reference of the General Meetings of Shareholders of Bank Zachodni S.A. ("Terms of Reference") are introduced:

1) Title of the Terms of Reference shall be read as follows:

"Terms of Reference of the General Meetings of Shareholders of Santander Bank Polska S.A.";

2) in § 1 clause 1 shall be read as follows:

"1. The General Meeting of Shareholders of Santander Bank Polska SA, hereinafter referred to as GM is held pursuant to the procedures and rules set out in the Commercial Companies Code and the Statutes of Santander Bank Polska S.A.(the Bank).";

3) clause 6 shall be read as follows:

"6. The Bank shall publish information about General Shareholder's Meetings on its website".

§ 2

The consolidated text of the Terms of Reference providing for introduced amendments forms an appendix hereto.

§ 3

The resolution comes into force on the day the registered court registers the change of the Bank's name to Santander Bank Polska S.A.

**Regulations of the General Meetings of Shareholders of Santander Bank Polska S.A.**

§1

1. The General Meeting of Shareholders of Santander Bank Polska SA, hereinafter referred to as GM is held pursuant to the procedures and rules set out in the Commercial Companies Code and the Statutes of Santander Bank Polska S.A. (the Bank).
2. Subject to circumstances outlined in the Commercial Companies Code, the GM is valid regardless of the number of shares represented at the meeting.

§2

- 1.A GM may be attended by persons who are the Bank's shareholders not later than sixteen days before the GM date (the day of signing up for the Meeting).
2. The GM should be attended by those members of the Supervisory Board and the Management Board who can provide factual answers to questions posed at the Meeting.
3. A Chartered Auditor shall attend the GM in the part related to the Bank's financial affairs.
4. The Management Board shall ensure the participation of an independent expert in the banking and commercial law in each GM.
5. The Bank shall enable the press, radio and television journalists to attend GMs.
6. The Bank shall publish information about GMs on its website.

§2a

1. The Bank shall allow participation in a GM through electronic communication means including:
  - 1) a live webcast of a GM,
  - 2) a live bilateral internet link allowing shareholders who are not present at the GM venue to give their opinions in the course of the meeting,
  - 3) exercising the right to vote in person or via proxy in the course of the GM.
2. The Bank shall record the meeting and post the recording on an internet site.
3. If a shareholder or their proxy advise the Bank of their intention to attend a GM via electronic communication means, referred to in section 1(2), the Bank shall provide the shareholder or their proxy with necessary information to establish an electronic link to the meeting. A method in which the Bank provides such information shall be specified on the bank's website.
4. The Bank shall post a detailed description of rules on participating in a GM and exercising the voting rights via electronic communication means on its website.
5. The Bank shall not be held liable for a shareholder's inability to attend a GM by means of electronic communication if a link failure is a consequence of circumstances beyond the Bank's reasonable control.

§ 3

1. The list of the Shareholders entitled to participate in the GM shall be prepared and signed by the Management Board.
2. The list shall include:
  - 1) first and last names (company names) and addresses of the Shareholders entitled to participate in the Meeting,
  - 2) their domicile or the company headquarters address,
  - 3) number and type of shares and the number of votes they are entitled to.
3. The list referred to in section 1 shall be displayed at the Management Board's registered office and remain there for three business days preceding the GM date.
4. Every shareholder is entitled to demand a list of shareholders to be e-mailed to a specified address free of charge. Also, the shareholder may view a list of shareholders at the Bank's registered office and request a copy of the list, covering the cost of its preparation.
5. Each shareholder is entitled to demand copies of motions on the agenda within one week prior to the GM date.
6. Copies of the Management Board report on the bank's performance and financial statements together with copies of the Supervisory Board report and the chartered auditor's opinion are issued at the shareholder's request no later than fifteen days prior to the GM date.

§ 4

1. A shareholder may attend a GM and exercise the right to vote either in person or via proxy. A power of proxy shall be granted in writing or electronically and attached to minutes. If the power of proxy is granted electronically, it does not require to be signed with a secure e-signature verified by means of a valid qualified certificate.
2. The Bank shall be advised of a power of proxy which has been granted electronically via an e-mail message with a soft copy of a power of proxy signed by persons authorised to represent the shareholder, accompanied by other documents which will enable the Bank to confirm the validity of representations thereof (sent as PDF files to an address indicated in a notice of a GM). The Bank shall receive the power of proxy and other required documents on the day of a GM date at the latest.
3. Provisions contained in sections 1 and 2 shall apply to the cancellation of a power of proxy accordingly.
4. A member of the Bank's Management Board and an employee of the Bank may act as proxies during a Shareholders' Meeting.

#### §5

The GM shall be opened by the Chairman or Vice-Chairman of the Supervisory Board, who will order the election of the GM Chairperson. If none of these individuals is able to open the Meeting, the GM shall be opened by a member of the Supervisory Board.

#### §6

1. Each person entitled to participate in the GM may be proposed as a candidate for the GM Chairperson as well as may propose one candidate for the GM Chairperson.
2. After the candidate has made a declaration recorded in the minutes on accepting the candidature, the name of the candidate shall be put on the list of candidates. The list of candidates shall be made by the person opening the GM. Once the list has been announced, it shall be deemed closed.
3. The GM Chairperson shall be elected in a secret ballot with voting on each of the candidates separately in the alphabetical order.
4. The individual who has agreed to be considered as a candidate and has received the largest number of valid votes shall become the GM Chairperson.
5. The person who opens the GM shall ensure the correct voting process and announce the results of the vote.

#### §7

1. The GM Chairperson shall preside over the meeting according to the accepted agenda, the applicable legislation and these Regulations
2. The GM Chairperson does not have the right to remove or change the order of items of the agenda without the GM's consent.
3. Responsibilities of the GM's Chairperson shall include in particular:
  - 1) ensuring an efficient and correct course of the Meeting and voting,
  - 2) giving speakers the right to have the floor,
  - 3) ensuring that the matters discussed at the meeting are to the point,
  - 4) maintaining order at the Meeting,
  - 5) ordaining a break (interval) in the meeting considered an adjournment in the GM's course, subject to the approval by two thirds of votes at the Meeting,
  - 6) deciding upon voting, supervising its correct course and ensuring that all the necessary documents containing the results of voting are signed,
  - 7) ensuring that all items of the agenda have been dealt with,
  - 8) deciding on unclear matters related to regulations.
4. The GM Chairman may announce short breaks during the Meeting which are not considered an adjournment and which do not hamper the shareholders in exercising their rights. The breaks are designed particularly to:
  - 1) enable a shareholder to prepare a written motion,
  - 2) agree the opinions of shareholder/s.
  - 3) obtain the opinions of the experts present at the GM.
5. The GM Chairman GM may order short comfort breaks if the GM lasts longer than 2 hours.
6. The breaks referred to in section 3(5) cannot last longer in total than 30 days.

#### §8

1. Immediately on his/her election, the Chairman signs the list of attendance which specifies the participants in the GM, indicating the number of shares each of them holds and the number of votes they are entitled to.
2. Any appeals regarding the entitlement to participate in the GM shall be filed with the Chairman of the Meeting.
3. The list of attendance is displayed throughout the GM until its closure. The persons who prepare the list of attendance are required to keep it up-to-date by recording any changes to the GM composition, with the indication of their time.
4. At the request of shareholders holding one tenth of the share capital represented at the GM, the attendance list should be checked by a specially appointed commission consisting of at least three persons. Applicants have the right to select one member of the commission.

#### §9

After the GM Chairman's has been elected and signed the list of attendance, the Chairman determines if the Meeting was duly convened and had the capacity of passing resolutions and then presents the agenda. If need be, the Chairman may appoint one person to act as the GM's Secretary.

#### §10

1. The GM may pass a resolution to remove individual items from the agenda or to change the order of the matters to be discussed.
2. The resolution on abstaining from discussing an agenda item is passed - following a justified detailed motion – when supported by material reasons.
3. Draft resolutions should have such wording as to allow each entitled person who does not agree with the decision invoked by the resolution to contest it.
4. Resolutions on any matters not included on the agenda cannot be passed, unless the entire share capital is represented at the GM and none of the attendees protested against such a resolution.

#### §11

1. On presentation of each of the matters included on the agenda, the GM Chairman opens the discussion, giving floor to the persons in the order they request it Subject to the GM's consent, several agenda items may be discussed jointly.
2. When giving the floor, the GM Chairman may give floor to the Bank's Management Board Members and the Supervisory Board Members out of turn.
3. The GM Chairman may order that inputs to the discussion are made in writing, specifying the first and last name.

#### §12

1. The floor can be taken only with regard to the matters included in the agenda and being currently considered.
2. Each Shareholder has a right to one 5-minute presentation of an opinion and a 3-minute reply on matters being considered under an item on the agenda.
3. At the request of a GM participant, his/her written statement on a currently discussed matter is recorded in the minutes.
4. Pursuant to section 2, the GM Chairman may remind a speaker to keep to the point or that he/she exceeded the set time. Speakers who will not follow the Chairman's requests may be deprived of the right to speak.
5. Each voice in the discussion must finish with a clearly expressed statement whether the speaker is for or against the draft resolution being discussed.

#### §12a

During a GM every shareholder may submit draft resolutions regarding items on the meeting's agenda.

#### §13

1. Each Shareholder is entitled to ask questions concerning each item on the agenda.
2. Members of the Bank governance bodies , each within their authorities, shall answer questions and provide explanations, concurrently staying compliant with the Financial Instruments Trading Act, if they are deemed justified and relevant to a matter covered by the agenda.
3. The Bank's Management Board shall refuse to provide information if damage might be caused to the Bank, and its connected or related entities in effect of such an action. This relates in particular to the disclosure of technological, trade or organisational secrets.



4. The Bank's Management Board Member may refuse to provide information if this might give rise to their penal, civil or administrative liability.
5. The Bank's Management Board shall provide information not later than within two weeks after the date of receiving a request during a GM.

#### §14

A Shareholder has a right to object to a decision of the GM Chairperson. The GM shall decide in an open vote, by an absolute majority of votes whether the Chairperson's decision should be sustained or rejected.

#### §15

1. Each Shareholder is entitled to propose changes and addenda to draft resolutions included on the agenda – until closing the discussion on the item of the agenda concerning the draft resolution.
2. Proposals referred in section 1 must be made in writing and be accompanied with a short justification. They must include the first and last name of the Shareholder (company) and be submitted to the GM Chairman.

#### §16

The Chairman of the Meeting may give the floor to experts attending the Meeting.

#### §17

1. In formal matters, the Chairman gives floor out of turn. A motion related to formal matters may be submitted by each Shareholder.
2. Motions related to the manner of conducting the debate and voting shall be deemed formal, in particular if they concern:
  - 1) limiting, adjourning and closing the discussions,
  - 2) closing the list of speakers,
  - 3) limiting the time of speeches,
  - 4) the manner of conducting the Meeting
  - 5) ordaining breaks during the Meeting,
  - 6) the order of passing the motions.
3. The discussion on formal motions must follow immediately after they are reported.
4. Unless the GM resolves otherwise, the discussion on the above formal issues shall have only two speakers: one for and the other against the motion.
5. Immediately after the discussion, the GM Chairman ordains voting over the formal motions. The result of the voting shall be approved by an absolute majority of votes cast, except for a motion for ordaining a break in the meeting that shall be approved by a majority of two thirds of votes.

#### §18

1. Except for the circumstances outlined in the Commercial Companies Code and the Bank's Statutes, resolutions are passed with an absolute majority of votes cast.
2. In determining the number of votes cast, the votes "for", "against" and "abstained" are taken into account. The votes cast by shareholders and found invalid are not taken into account.

#### §19

A shareholder may vote as a proxy on resolutions which concern the following:

- 1) their responsibility to the Bank under any title including: granting approval for the fulfilment of duties,
- 2) discharging from obligations to the Bank,
- 3) a dispute between them and the Bank.

#### §20

1. Subject to section 2, the votes shall be open.
2. Secret ballots are ordained with regard to:
  - 1) motions to select and to remove members of the Bank's governance bodies or liquidators,
  - 2) motions to bring to account members of the Bank's governance bodies or liquidators,
  - 3) personal matters,
  - 4) when at least one Shareholder present or represented at the GM has requested a secret ballot.

#### §21

1. After closing the discussion on each item on the agenda and before the vote, the GM Chairman shall announce which motions have been filed and establishes the order of voting. The voting proceeds in the same order as the motions were filed.
2. Voting, including with the use of electronic communication means, is carried out through an electronic vote counter which ensures that the number of votes is commensurate with the number of shares held and prevents the identification of particular voters in the event of a secret ballot.
3. In justified circumstances a vote can be carried in a traditional way without the use of electronic devices. The above does not apply to voting when shareholders stay connected via the remote link, as outlined in §2a (1) (3).
4. The shareholder who objected to a resolution has the right to a 5-minute speech - and if the case is particularly complex - a 10-minute speech to justify their objection.

#### §22

1. Supervisory Board Members are elected by a separate vote on each candidate in the alphabetical order.
2. The persons who at the GM represent the part of the shares which results from a division of the total number of shares represented at the Meeting by the number of the Supervisory Board Members, may form a separate group to elect one Supervisory Board Member, but will not vote on election of the other Supervisory Board Members.
3. Supervisory Board mandates not filled by the group of shareholders established according to the provisions of section 2, are filled by a vote of all the shareholders who have not cast their votes during election of the Supervisory Board Members through separate groups.
4. Unless at least one group capable of electing a Supervisory Board Member is established at the GM, no election takes place.

#### §23

After all the items of the agenda have been discussed, the GM Chairman shall announce that the Meeting is closed.

#### §24

1. All resolutions passed at the GM shall be recorded in the minutes taken by a notary.
2. The minutes must be prepared in compliance with relevant provisions of the Commercial Companies Code and the Banking Law.
3. A copy of the minutes shall be entered by the Management Board into the Minutes Book. An excerpt of the minutes with a proof that the GM was held together with Powers of Proxy granted by the shareholders shall be entered by the Management Board into the Minutes Book. The shareholders may inspect the Minutes Book and may also demand copies of the resolutions certified by the Management Board.
4. If the GM Secretary is designated by the GM Chairman, they shall take detailed minutes of the Meeting.

#### §25

Appeals against the resolutions of the GM may be filed with the Court in the mode and manner specified in Articles 422-427 of the Commercial Companies Code.

#### §26

The Statutes of Bank Zachodni WBK, resolutions of the Bank's governance bodies and provisions of the Commercial Companies' Code shall apply to any matters not regulated herein.