

## **Information for Bank Zachodni WBK S.A. Shareholders**

### **Rationale for draft resolution**

#### **I. Covered by item 14 of the agenda:**

As a result of an effected division, as of October 31, 2014 Dom Maklerski BZ WBK S.A. was deleted from the National Court Register and its brokerage activity was acquired by Bank Zachodni WBK S.A. Legal regulations in force do not refer at all to the matter of approval of financial report as well as of giving discharge to members of authorities, in case a company's activity is terminated before the end of a financial year. The purpose of approving the financial report is to establish that financial matters of a company in a given financial year were managed in accordance with legal regulations in this respect. Due to this purpose it is reasonable for the general meeting of the acquiring company to adopt a resolution approving a financial report of the divided company. For the same cause it is reasonable to adopt resolutions regarding discharge to the members of the Dom Maklerski BZ WBK S.A. Management Board and Supervisory Board. Giving discharge expresses acknowledgement that the activity of members of these authorities was correct and lack of resolutions of the general meeting would result in uncertainty in this respect.

Similar solution was applied in the case of merger of BZWBK and Kredyt Bank, therefore consistent approach supports adopting subjective resolutions also in respect of Dom Maklerski BZ WBK S.A.