

**Announcement of the Management Board of Bank BPH S.A.
with its registered office in Gdańsk
on convening the Annual General Meeting on 29 May 2015**

Bank BPH S.A. with its registered office in Gdańsk at ul. płk. Jana Pałubickiego 2, 80-175 Gdańsk, registered in the District Court for Gdańsk-Północ in Gdańsk, the VII Commercial Division of the National Court Register under KRS No. 0000010260, entered into the register on 9 May 2001 ('BPH' or 'Bank').

I. Date, time and place of the Annual General Meeting and its detailed agenda

Date, time and place

Pursuant to art. 395 and art. 399 paragraph 1 of the Commercial Companies Code and paragraph 15 and paragraph 33 sec. 1 of the Bank's Articles of Association, the Management Board of the Bank convenes the Annual General Meeting ('**the Annual General Meeting**', '**AGM**') to take place on 29 May 2015 at 10:00 AM CET in Warsaw, Hilton Hotel, ul. Grzybowska 63, conference room: Warsaw Hall 4.

Agenda

1. Opening of proceedings of the Annual General Meeting.
2. Election of Chairman and Deputy Chairman of the Annual General Meeting.
3. Ascertainment of correctness of convening the Annual General Meeting and its capability to adopt resolutions.
4. Adoption of the agenda.
5. Presentation and consideration of the Annual Financial Statements of Bank BPH S.A. for the year 2014.
6. Presentation and consideration of the Bank BPH S.A. Management Board Report on the activities of Bank BPH S.A. for the year 2014.
7. Presentation and consideration of the Annual Consolidated Financial Statements of the Capital Group of Bank BPH S.A. for the year 2014.
8. Presentation and consideration of the Bank BPH S.A. Management Board Report on the activities of the Capital Group of Bank BPH S.A. for the year 2014.
9. Presentation of the Bank BPH S.A. Supervisory Board Report for the year 2014.
10. Adoption of the resolution on approval of the Annual Financial Statements of the Bank BPH S.A. for the year 2014.
11. Adoption of the resolution on approval of the Bank BPH S.A. Management Board Report on the activities of Bank BPH S.A. for the year 2014.
12. Adoption of the resolution on approval of the Annual Consolidated Financial Statements of the Capital Group of Bank BPH S.A. for the year 2014.
13. Adoption of the resolution on approval of the Bank BPH S.A. Management Board Report on the activities of the Capital Group of Bank BPH S.A. for the year 2014.

14. Adoption of the resolution on approval of the Bank BPH S.A. Supervisory Board Report for the year 2014.
15. Adoption of the resolution regarding profit distribution for the year 2014.
16. Adoption of the resolutions on granting vote of approval to the members of the Bank BPH S.A. Management Board for performing duties in the year 2014.
17. Adoption of the resolutions on granting vote of approval to the members of the Bank BPH S.A. Supervisory Board for performing duties in the year 2014.
18. Adoption of the resolution regarding the changes in the composition of the Bank BPH S.A. Supervisory Board.
19. Adoption of the resolution on determining policy and rules of remuneration of the Supervisory Board Members of Bank BPH S.A.
20. Adoption of the resolution on the amendments to the Rules of the General Meeting of Bank BPH S.A.
21. Adoption of the resolution on the uniform text of the Rules of the General Meeting of Bank BPH S.A.
22. Adoption of the resolution on approving 'KNF's Principles of Corporate Governance for Supervised Institutions' relating to shareholders for application.
23. Closing of proceedings.

II. Electronic communication on AGM between the shareholders and the Bank

1. Within the confines the Commercial Companies Code, shareholders may communicate with the Bank via electronic means of communication and in particular, the shareholders may submit requests, demands, ask questions and send notifications and documents.
2. Electronic communication between shareholders and the Bank is executed with the use of the following e-mail address: wz@ge.com. The risk related to the use of electronic means of communication with the Bank is born by the shareholder.
3. The shareholders shall submit Polish sworn translations of any documents sent electronically that are originally made in languages other than Polish.
4. All documents sent electronically by the shareholder to the Bank as well as by the Bank to the shareholder should be scanned to the PDF format.

III. The shareholders' rights related to completing Annual General Meeting agenda and proposing draft resolutions

1. The shareholder's right to demand introducing specific points to the agenda of the AGM

The shareholder or shareholders of the Bank representing at least one twentieth of the Bank's share capital may demand that certain items be included on the agenda of the Annual General Meeting. Such demand should be notified to the Management Board of the Bank not later than twenty one days before the announced date of the AGM, i.e. not later than 8 May 2015. The demand should include grounds or draft resolutions related to the proposed point of the agenda. The demand may be submitted in writing or electronically, subject to the rules defined in point II. Such demands, whether submitted in writing or electronically, shall be accompanied by a copy of a relevant deposit certificate as well as documents mentioned in point IV. 2 (b).

2. The shareholder's right to propose draft resolutions

Before the announced AGM date, in line with rules described in point II above, the shareholder or shareholders of the Bank representing at least one twentieth of the Bank's share capital may submit to the Bank in writing or electronically proposals of draft resolutions pertaining to the matters introduced to the AGM agenda or matters to be introduced to this agenda. Proposals made electronically must be accompanied by scan of the documents mentioned in point IV. 2 (b), and proposals made in writing must be accompanied by copies of documents mentioned in point IV. 2 (b).

During the AGM, each shareholder may propose draft resolutions related to the matters introduced to the AGM agenda.

IV. Procedure of exercising voting right via a proxy

1. General principles of exercising voting rights via a proxy

Shareholder being a natural person may participate in the AGM and exercise his/her voting right in person or by a proxy. Shareholder not being a natural person may participate in the AGM and exercise voting right by a person(s) authorized to make declarations of will on behalf of shareholder of or by a proxy.

The power of attorney for participating in the AGM and exercise voting right is granted in writing or electronically.

Forms allowing to exercise voting right by proxy, mentioned in art. 402³ paragraph 1 point 5) of the Commercial Companies Code are made available from the day of convening the Annual General Meeting of Bank BPH S.A. at the Bank's website, www.bph.pl. Forms mentioned above have been attached to template powers of attorney which have been prepared for shareholders who are natural persons and, for shareholders who are legal entities or organizational units which are not legal entities but have legal personality.

2. Procedure of notifying the Bank about the granted power of attorney via electronic means of communication

(a) Shareholders notify the Bank about the granted power of attorney in electronic form to the following e-mail address: wz@ge.com. In the notification, the shareholder provides his telephone number and e-mail address as well as the e-mail address of his/her proxy to be used by the Bank for the purposes of communication with the shareholder and his/her proxy. The notification about granting the power of attorney should also identify the scope of the powers, i.e. mention the number of shares from which the voting right will be exercised and the date of the Annual General Meeting during which the rights will be exercised.

(b) Together with the notification about granting the power of attorney in electronic form, the shareholder shall send the text of the power of attorney excluding his/her instructions on

executing voting rights by the proxy, a scanned image of his ID or passport making it possible to identify the shareholder and the proxy or a scanned image or another document enabling the identification of the shareholder granting the power of attorney and the proxy. In cases where the power of attorney is granted by a legal person or an organizational unit which is not a legal person but has legal personality, the shareholder shall send a scanned image of the certified copy of the register in which the shareholder is registered or a scanned image of another document confirming the powers of persons acting on behalf of such a shareholder. In cases where the power of attorney was granted to a legal person or an organizational unit which is not a legal person but has legal personality, the shareholder shall additionally send a scanned image of the certified copy of the register in which the proxy is registered or a scanned image of another document confirming the existence of such an entity.

(c) The provisions specified in point (b) apply respectively to notifying the Bank about cancelling the power of attorney via electronic means.

(d) The notification about granting or cancelling the power of attorney in the electronic form should be sent not later than 12:00 PM CET on the day preceding the day of the AGM (28 May 2015).

(e) The provisions of point (b) do not release the proxy from the obligation to present documents enabling his/her identification specified in point (b) when the attendance list for the AGM is prepared.

3. Verification of validity of the power of attorney and identification of the shareholder and the proxy

(a) In order to verify the validity of the power of attorney granted in electronic form as well as identify the shareholder and the proxy, having received the notification about granting the power of attorney in the electronic form in accordance with the provisions of point 2 (a) and (b), the Bank checks whether all information mentioned in point 2 (a) and document scans enumerated in point 2 (b) have been attached, and, in the case of legal persons and organizational units which are not legal persons but have legal personality, whether the power of attorney was granted by persons authorized to represent the entity.

(b) The Bank has the right to call the telephone number indicated by the shareholder in accordance with point 2 (a) or send a return message in order to verify whether the shareholder has indeed granted the power of attorney in electronic form.

(c) In addition, the Bank may carry out other activities for the purposes of identifying the shareholder and the proxy in order to verify the validity of the power of attorney granted in electronic form, provided that such activities are proportional to the objective.

(d) The notification about granting or cancelling the power of attorney in the electronic form served without meeting the requirements specified in points 2 (a), (b) and (d) is not binding for the Bank.

4. Power of attorney granted to a member of the Bank's Management Board, a member of the Bank's Supervisory Board or an employee of the Bank

If the shareholder's proxy for the AGM is a member of the Bank's Management Board, a member of the Bank's Supervisory Board, an employee of the Bank, a member of the bodies or an employee of the Bank's subsidiary, the power of attorney may only be valid to authorize representation at the AGM. The proxy shall disclose to the shareholder circumstances indicating or suggesting the possibility of a conflict of interest. Granting further powers of attorney is excluded in such cases.

The proxy mentioned above shall vote according to the instructions provided by the shareholder.

5. Power of attorney granted to the shareholder of the Bank

The shareholder of the Bank may, as a proxy of another shareholder, vote on the adoption of resolutions concerning his/her liability towards the Bank on any grounds, including granting the vote of approval, being released from obligations towards the Bank and disputes between himself/herself and the Bank, provided that he/she meets requirements set out in point 4.

V. Possibility and method of participating in the AGM and taking the floor during the AGM via electronic means of communication and the way of executing voting rights by means of correspondence or via electronic means of communication

1. Possibility and method of participating in the AGM via electronic means of communication

Shareholders may take part in the Annual General Meeting via electronic means of communication. Technical requirements and conditions for participating in the Annual General Meeting via electronic means of communication are specified in an attachment to the announcement.

Broadcast of the AGM in real time will be available for all interested persons at the website of the Bank, www.bph.pl. Not later than 3 business days before the date of the Annual General Meeting, the Management Board shall use the above mentioned website to indicate the link at which the broadcast of the Annual General Meeting in real time will be available on the day of the AGM.

To be able to watch the broadcast of the AGM in real time, the computer user must install the most recent version of the Internet Explorer, Mozilla Firefox, Opera or Google Chrome browser and the Adobe Flash Player plug-in, version 9 or higher. Minimum required bandwidth of the connection should be 512 kbps.

2. Taking the floor during the Annual General Meeting via electronic means of communication

The shareholders may take the floor during the Annual General Meeting via electronic means of communication. Information about taking the floor during the Annual General Meeting via electronic means of communication is provided in an attachment to the announcement.

3. Executing voting right by means of correspondence or via electronic means of communication

The Rules of the General Meeting of Bank BPH S.A. do not provide for voting by means of correspondence.

Shareholders may execute their voting rights via electronic means of communication. Detailed information is included in an attachment to the announcement.

4. Additional information

The Bank shall not be liable for defects and failures of the internet connection of a shareholder or his/her proxy, such defects or failures preventing or impeding his/her participation in the AGM via electronic means of communication, if these are not due to the Bank's fault or if the shareholder or his/her proxy has not met the technical or safety requirements specified in the announcement on convening the Annual General Meeting.

VI. Day of registering as participant in the Annual General Meeting

The day of registering as participant in the Annual General Meeting shall be 13 May 2015 ('Registration Day').

VII. Information on the right to participate in the Annual General Meeting

Only those persons who are shareholders of the Bank on the Registration Day shall have the right to participate in the Annual General Meeting.

At the request of the person entitled from dematerialized bearer shares of the Bank made not earlier than after the Annual General Meeting was announced and not later than on the first business day following the Registration Day, i.e. not later than on 14 May 2015, the entity depositing securities shall issue a certificate in the persons' name confirming his/her right to participate in the Annual General Meeting.

Authorized to participate in the Annual General Meeting are those shareholders who:

(a) were shareholders of the Bank on the Registration Day, i.e. on 13 May 2015,
and

(b) not earlier than after the Annual General Meeting was announced and not later than on the 14 May 2015, requested the entity depositing their securities to issue a certificate in their name confirming their right to participate in the Annual General Meeting.

VIII. List of shareholders authorized to take part in the AGM

Pursuant to art. 407 paragraph 1 of the Commercial Companies Code, the list of shareholders entitled to participate in the Annual General Meeting shall be presented in the Bank's Headquarters in Warsaw at ul. Towarowa 25A, in Kraków at ul. prof. Michała Życzkowskiego 20 and in Gdańsk at ul. płk. Jana Pałubickiego 2, from 9:00 AM to 4:00 PM CET, 3 business days

before the AGM, i.e. on 26-28 May 2015. The list of shareholders mentioned above shall be drawn up on the basis of a list prepared and made available to the Bank by an entity depositing securities pursuant to art. 406³ paragraph 7 and paragraph 8 of the Commercial Companies Code.

The shareholder of the Bank may request that the list of shareholders authorized to participate in the Annual General Meeting be sent to him/her free of charge by electronic mail having provided e-mail address to which the list should be sent.

IX. Access to documentation

Pursuant to art. 395 paragraph 4 of the Commercial Companies Code, copies of the Management Board Reports activities and the financial statements as well as the Supervisory Board Report and the opinions of an auditor will be available on 14-15, 18-22 and 26-28 May 2015 in Warsaw at ul. Towarowa 25A, from 9.00 AM to 4.00 PM CET.

Pursuant to art. 407 paragraph 2 of the Commercial Companies Code, copies of the requests concerning matters covered by the agenda will be available on 22, 25-28 May 2015 in Warsaw at ul. Towarowa 25A, from 9.00 AM to 4.00 PM CET.

The full text of documentation to be submitted with the Annual General Meeting together with draft resolutions (and, in cases where a given matter does not required a resolution - comments made by the Management Board or Supervisory Board) is posted at the Internet website of the Bank, www.bph.pl, as of the day of the AGM pursuant to art. 402³ paragraph 1 of the Commercial Companies Code.

With the view of starting the Annual General Meeting on time, persons authorized to participate in it are kindly asked to register and collect their voting cards directly outside the room of the meeting on 29 May 2015 at 9:00 AM CET.

Warsaw, 30 April 2015

**Appendix to the announcement of the Management Board of Bank BPH S.A.
with its registered office in Gdańsk on convening the Annual General Meeting on 29 May 2015**

Rules on participation of shareholders in the AGM via electronic means of communication

I. Participation of the shareholders in the Annual General Meeting via electronic means of communication

The Bank allows shareholders to take part in the Annual General Meeting ('AGM') via electronic means of communication including in particular:

- 1) broadcast of the AGM in real time,
- 2) two-way communication in real time under which the shareholders may speak at the AGM, while not present at the place where the AGM is held,
- 3) exercising voting rights in person or via proxy before or during the AGM.

For the purposes of communication between the Bank and the shareholder who wants to participate in the Annual General Meeting via electronic means of communication, the following e-mail address of the Bank shall be used: wz@ge.com.

In order to take part in the Annual General Meeting via electronic means of communication, the shareholder should notify his/her intention to participate in the AGM in this form in accordance with these rules and meet the technical requirements set out in point II.

From the day the AGM is announced until 10:00 AM CET on the day preceding the AGM (i.e. not later than on 28 May 2015), the shareholder shall send the declaration to participate in the AGM via electronic means signed by himself/herself in accordance with the template in point III to the announcement, sending it to the supplied e-mail address of the Bank and attaching his/her telephone number and e-mail address, the e-mail address of his/her proxy to be used by the Bank for the purposes of communication with the shareholder and his/her proxy as well as the information about the precise number of shares from which his/her voting right will be executed and the date of the AGM during which the rights will be exercised. The declaration should be scanned to PDF format.

Together with the declaration, the shareholder shall send a scanned image of his/her ID, passport pages or another document enabling shareholder's identification. In cases where the shareholder is a legal person or an organizational unit which is not a legal person but has legal personality, the shareholder shall send a scanned image of the certified copy of the register in which the shareholder is registered or a scanned image of another document confirming the powers of persons acting on behalf of such a shareholder. The appointment of proxies to participate in the AGM is regulated by point IV of the announcement.

Having received the list of shareholders authorized to participate in the AGM from an entity depositing securities (i.e. the National Deposit of Securities), the Bank shall verify the authorization of the shareholder who declared his/her intention to participate in the AGM via electronic means of communication against the list received and pursuant to provisions in point IV of the announcement.

In order to ensure correct verification, the Bank has the right to contact the shareholder and proxy by e-mail or over the telephone to verify the identity of persons declaring their intention to participate in the AGM via electronic means of communication and clarify any irregularities in the documents sent.

Following positive verification of the shareholder's right to participate in the AGM, the Bank shall send to the shareholder the confirmation of his/her right to take part in the AGM via electronic means of communication as well as detailed instructions on how to register in the IT platform used to participate in the AGM via electronic means of communication together with the login and initial password to be used for the purpose of registering at the platform for the first time by 11:00 AM CET on 28 May 2015 from the e-mail address of the Bank, wz@ge.com, to the e-mail address indicated by the shareholder in the declaration.

The shareholder shall bear the risk related to using the electronic means of communication in order to participate in the AGM as well as taking the floor and voting during the AGM and the risk related to incorrect or unauthorized use of the login and password.

From 12.00 PM to 6.00 PM CET on 28 May 2015, shareholders may test whether the IT equipment they plan to use at the AGM as well as software and electronic connection with the IT platform dedicated to the purpose of participating in the AGM via electronic means of communication work correctly and familiarize themselves with the functioning of the platform. Those shareholders who experience any problems with the platform or the way to use it or have related questions, may send their concerns to the e-mail address wz@ge.com or raise them calling the technical help line number provided for such contingencies where they will get help and answers to any queries.

The shareholder may complete all formalities related to informing the Bank about the intention to participate in the AGM via electronic means as well as collecting the login and initial password to the dedicated IT platform in person in the building of the Bank's Headquarters at ul. Towarowa 25A in Warsaw on business days from the announcement from 9:00 AM to 4:00 PM CET until 28 May 2015 to 10:00 AM CET.

All correspondence sent to the Bank with the use of the system enabling participation, communication and voting during the AGM via electronic means of communication should be done in Polish. Those attachments sent by the shareholder whose original version is in a language other than Polish shall be accompanied by their translation into Polish made by a sworn translator.

Any documents sent electronically by the shareholder to the Bank as well as from the Bank to the shareholder should be scanned to the PDF format. The maximum size allowed for one message sent to the e-mail address: wz@ge.com is 1 MB. Should the sent message exceed the maximum size, it will not be delivered.

II. Technical requirements

In order to participate in the Annual General Meeting via electronic means of communication, the shareholder should have:

- 1) a PC computer;
- 2) installed the most recent version of one of the Internet browsers (Mozilla Firefox, Opera, Google Chrome, Internet Explorer) with activated JavaScript and SSL 3.0;
- 3) installed Adobe Flash Player plug-in, version 9 or higher;
- 4) connection to the public Internet network with stable bandwidth of at least 512 kbps (synchronous connection recommended).

III. Template of the declaration of intention to participate in the Annual General Meeting via electronic means of communication

Declaration

I, the undersigned/ We, the undersigned, being the shareholder / the shareholder's proxy

Name and surname

Entity

Address

and

Name and surname

Entity

Address

declare that [shareholder name] ('**shareholder**') is entitled from [number] ordinary bearer shares of Bank BPH S.A. with its registered office in Gdańsk ('**BPH**', '**Bank**').

I/ We hereby declare the intention of the shareholder to participate in the Annual General Meeting of Bank BPH S.A. convened on 29 May 2015 via electronic means of communication.

I/We declare that I/we will participate in the meeting in this form in person./

I declare that I am an authorised proxy of the shareholder and I submit to the Bank the relevant power of attorney authorising me to represent the shareholder and that I will participate in the AGM in this form in person./

I declare that I am an authorised proxy of the shareholder, submit to the Bank the relevant documents confirming that fact and will participate in the AGM in this form in person.*

I/We declare that I/we will participate in the above mentioned Annual General Meeting with shares/ with the number of shares which will be indicated in the list of persons authorised to participate drafted by the National Deposit of Securities.*

I/We accept all requirements and consequences of participating in the AGM via electronic means of communication announced and published by the Bank.

Personal data of shareholder/ persons authorised to represent the shareholder*:

Name and surname

Address

ID/ passport No.*

Name and surname*
 Address*
 ID/ passport No.*

E-mail address for contact, login and initial password
 Telephone number
 No. of the authorisation to participate in the AGM and the name of the authorising entity

Signature(s) of shareholder(s)/ persons authorised to represent the shareholder*:

 [name, surname and function]

 [place and date]

 [name, surname and function]*

 [place and date]*

 * *delete whichever is not applicable*