

**Draft Resolutions of the Annual General Meeting ('AGM')
of Bank BPH S.A.
convened on May 29, 2015**

Election of Chairman and Deputy Chairman of the AGM

Draft AGM Resolution:

Resolution No. /2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding election of Chairman and Deputy Chairman
of the Annual General Meeting

The Annual General Meeting elects as Chairman of the Annual General Meeting of Bank BPH S.A. and as Deputy Chairman of the Annual General Meeting of Bank BPH S.A.

Adoption of the agenda

Draft AGM Resolution:

Resolution No. /2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding adoption of the agenda

The agenda of the Annual General Meeting of Bank BPH S.A. is hereby adopted in the form announced by the Bank's Management Board on convening the Annual General Meeting.

Approval of the Annual Financial Statements of Bank BPH S.A. for the year 2014

Draft AGM Resolution:

Resolution No. /2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding approval of the Annual Financial Statements of Bank BPH S.A. for the year 2014

Annual Financial Statements of Bank BPH S.A. for the year 2014 is hereby approved.

Approval of the Bank BPH S.A. Management Board Report on the activities of Bank BPH S.A. for the year 2014

Draft AGM Resolution:

Resolution No./2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding approval of the Bank BPH S.A. Management Board Report
on the activities of Bank BPH S.A. for the year 2014

Bank BPH S.A. Management Board Report on the activities of Bank BPH S.A. for the year 2014 is hereby approved.

Approval of the Annual Consolidated Financial Statements of the Capital Group of Bank BPH S.A. for the year 2014

Draft AGM Resolution:

Resolution No./2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding approval of the Annual Consolidated Financial Statements
of the Capital Group of Bank BPH S.A. for the year 2014

Annual Consolidated Financial Statements of the Capital Group of Bank BPH S.A. for the year 2014 is hereby approved.

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

Draft AGM Resolution:

Resolution No./2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding 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

Bank BPH S.A. Management Board Report on the activities of the Capital Group of Bank BPH S.A. for the year 2014 is hereby approved.

Approval of the Bank BPH S.A. Supervisory Board Report for the year 2014

Draft AGM Resolution:

Resolution No. /2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding approval of the Bank BPH S.A. Supervisory Board Report for the year 2014

Report of the Bank BPH S.A. Supervisory Board for the year 2014 is hereby approved.

Adoption of the resolution regarding profit distribution for the year 2014

Motion regarding profit distribution for the year 2014:

Whereas:

- Bank BPH S.A.'s net income for the financial year ended on 31 December 2014 amounted to PLN 123 495 537.60
- Surplus of revenues over expenses in the House Loans and Savings Office excluded from appropriation was PLN 8 235 428.42

the Management Board of Bank BPH S.A. hereby recommends to allocate 2014 profit in the amount of PLN 115 260 109.18 to the Bank's supplementary capital.

In line with Art. 142 section 4 of the Banking Law, in the course of the remedy program, all the profits must be used to cover previous losses, and after that to increase the Bank's own funds. With this reservation in mind, and in line with the national regulator's recommendation, the Bank's Management Board does not recommend dividend payout in 2015.

Draft AGM Resolution:

Resolution No. /2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding profit distribution for the year 2014

Whereas:

- Bank BPH S.A.'s net income for the year 2014 amounted to PLN 123 495 537.60
- Surplus of revenues over expenses in the House Loans and Savings Office excluded from appropriation was PLN 8 235 428.42

under § 46 section 1 point 1) of the Articles of Association of Bank BPH S.A., 2014 profit of PLN 115 260 109.18 is allocated to the Bank's supplementary capital.

Granting vote of approval to members of the Bank BPH S.A. Management Board for performing duties in 2014

Draft AGM Resolutions:

Resolution No./2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding granting vote of approval to Bank BPH S.A. Management Board members

Pursuant to Art. 395 § 2 pt 3 of the Commercial Companies Code and § 20 pt 4) of the Bank's Articles of Association vote of approval is granted to Mr Richard Colin Gaskin - President of the Bank's Management Board for performance of his duties from January 1, 2014 until December 31, 2014.

Resolution No./2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding granting vote of approval to Bank BPH S.A. Management Board members

Pursuant to Art. 395 § 2 pt 3 of the Commercial Companies Code and § 20 pt 4) of the Bank's Articles of Association vote of approval is granted to Mr Andras Quinn Bende - Deputy President of the Bank's Management Board for performance of his duties from January 1, 2014 until December 31, 2014.

Resolution No./2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding granting vote of approval to Bank BPH S.A. Management Board members

Pursuant to Art. 395 § 2 pt 3 of the Commercial Companies Code and § 20 pt 4) of the Bank's Articles of Association vote of approval is granted to Mr Mariusz Bondarczuk - Deputy President of the Bank's Management Board for performance of his duties from January 1, 2014 until December 31, 2014.

Resolution No./2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding granting vote of approval to Bank BPH S.A. Management Board members

Pursuant to Art. 395 § 2 pt 3 of the Commercial Companies Code and § 20 pt 4) of the Bank's Articles of Association vote of approval is granted to Mr Grzegorz Przemysław Jurczyk - Deputy President of the Bank's Management Board for performance of his duties from January 1, 2014 until December 31, 2014.

Resolution No./2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding granting vote of approval to Bank BPH S.A. Management Board members

Pursuant to Art. 395 § 2 pt 3 of the Commercial Companies Code and § 20 pt 4) of the Bank's Articles of Association vote of approval is granted to Mr Mariusz Krzysztof Kostera - Deputy President of the Bank's Management Board for performance of his duties from January 1, 2014 until December 31, 2014.

Resolution No./2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding granting vote of approval to Bank BPH S.A. Management Board members

Pursuant to Art. 395 § 2 pt 3 of the Commercial Companies Code and § 20 pt 4) of the Bank's Articles of Association vote of approval is granted to Mr Krzysztof Piotr Nowaczewski – Deputy President of the Management Board for performance of his duties from January 1, 2014 until December 31, 2014.

Resolution No./2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding granting vote of approval to Bank BPH S.A. Management Board members

Pursuant to Art. 395 § 2 pt 3 of the Commercial Companies Code and § 20 pt 4) of the Bank's Articles of Association vote of approval is granted to Mr Wilfried Mathias Seidel - Deputy President of the Management Board for performance of his duties from January 1, 2014 until December 31, 2014.

Resolution No./2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding granting vote of approval to Bank BPH S.A. Management Board members

Pursuant to Art. 395 §2 pt 3 of the Commercial Companies Code and § 20 pt 4) of the Bank's Articles of Association vote of approval is granted to Ms Grażyna Zofia Utrata - Deputy President of the Management Board for performance of her duties from January 1, 2014 until December 31, 2014.

Granting vote of approval to members of the Bank BPH S.A. Supervisory Board for performing duties in 2014.

Draft AGM Resolutions:

Resolution No./2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding granting vote of approval to Bank BPH S.A. Supervisory Board members

Pursuant to Art. 395 § 2 pt 3 of the Commercial Companies Code and § 20 pt 4) of the Bank's Articles of Association, vote of approval is granted to Mr Wiesław Jan Rozłucki – Chairman of the Supervisory Board for performance of his duties from January 1, 2014 until December 31, 2014.

Resolution No./2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding granting vote of approval to Bank BPH S.A. Supervisory Board members

Pursuant to Art. 395 § 2 pt 3 of the Commercial Companies Code and § 20 pt 4) of the Bank's Articles of Association, vote of approval is granted to Mr Denis Hall – First Deputy Chairman of the Supervisory Board for performance of his duties from January 1, 2014 until December 31, 2014.

Resolution No./2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding granting vote of approval to Bank BPH S.A. Supervisory Board members

Pursuant to Art. 395 § 2 pt 3 of the Commercial Companies Code and § 20 pt 4) of the Bank's Articles of Association, vote of approval is granted to Mr Todd Smith – Second Deputy Chairman of the Supervisory Board for performance of his duties from January 1, 2014 until December 31, 2014.

Resolution No./2014
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding granting vote of approval to Bank BPH S.A. Supervisory Board members

Pursuant to Art. 395 § 2 pt 3 of the Commercial Companies Code and § 20 pt 4) of the Bank's Articles of Association, vote of approval is granted to Mr Andrew Charles Bull – Member of the Supervisory Board for performance of his duties from May 28, 2014 until December 31, 2014.



Resolution No./2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding granting vote of approval to Bank BPH S.A. Supervisory Board members

Pursuant to Art. 395 § 2 pt 3 of the Commercial Companies Code and § 20 pt 4) of the Bank's Articles of Association, vote of approval is granted to Ms Roshni Haywood – Member of the Supervisory Board for performance of her duties from May 28, 2014 until December 31, 2014.

Resolution No./2014
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding granting vote of approval to Bank BPH S.A. Supervisory Board members

Pursuant to Art. 395 § 2 pt 3 of the Commercial Companies Code and § 20 pt 4) of the Bank's Articles of Association, vote of approval is granted to Mr Rafał Rybkowski – Member of the Supervisory Board for performance of his duties from January 1, 2014 until December 31, 2014.

Resolution No./2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding granting vote of approval to Bank BPH S.A. Supervisory Board members

Pursuant to Art. 395 §2 pt 3 of the Commercial Companies Code and § 20 pt 4) of the Bank's Articles of Association, vote of approval is granted to Mr Tomasz Stefan Stamirowski – Member of the Supervisory Board for performance of his duties from January 1, 2014 until December 31, 2014.

Resolution No./2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding granting vote of approval to Bank BPH S.A. Supervisory Board members

Pursuant to Art. 395 §2 pt 3 of the Commercial Companies Code and § 20 pt 4) of the Bank's Articles of Association, vote of approval is granted to Ms Beata Stelmach – Member of the Supervisory Board for performance of her duties from January 1, 2014 until December 31, 2014.

Resolution No./2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding granting vote of approval to Bank BPH S.A. Supervisory Board members

Pursuant to Art. 395 § 2 pt 3 of the Commercial Companies Code and § 20 pt 4) of the Bank's Articles of Association, vote of approval is granted to Mr Maurice Benisty – former Member of the Supervisory Board for performance of his duties from January 1, 2014 until December 18, 2014.



Resolution No. /2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding granting vote of approval to Bank BPH S.A. Supervisory Board members

Pursuant to Art. 395 § 2 pt 3 of the Commercial Companies Code and § 20 pt 4) of the Bank's Articles of Association, vote of approval is granted to Mr Aleš Blažek – former Member of the Supervisory Board for performance of his duties from January 1, 2014 until May 28, 2014.

Resolution No. /2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding granting vote of approval to Bank BPH S.A. Supervisory Board members

Pursuant to Art. 395 § 2 pt 3 of the Commercial Companies Code and § 20 pt 4) of the Bank's Articles of Association, vote of approval is granted to Mr Richard Alan Laxer - former Second Deputy Chairman of the Supervisory Board for performance of his duties from January 1, 2014 until May 28, 2014.

Resolution No. /2015
of the Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding granting vote of approval to Bank BPH S.A. Supervisory Board members

Pursuant to Art. 395 § 2 pt 3 of the Commercial Companies Code and § 20 pt 4) of the Bank's Articles of Association, vote of approval is granted to Ms Agnieszka Katarzyna Słomka-Gołębiowska – former Member of the Supervisory Board for performance of her duties from January 1, 2014 until October 22, 2014.

Changes in the composition of the Supervisory Board

Draft AGM Resolution:

Resolution No. /2015
of the Annual General Meeting of Bank BPH S.A.
as of May 29, 2015
regarding changes in the composition of the Supervisory Board

Pursuant to art. 385 § 1 of the Commercial Companies Code and in connection with § 21 sec. 1 of the Bank's Articles of Association the following changes in the composition of the Bank's Supervisory Board are made:

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Determining policy and rules of remuneration of the Supervisory Board Members of Bank BPH S.A.

Draft AGM Resolution:

Resolution No. /2015
of the Annual General Meeting of Bank BPH S.A.
as of May 29, 2015
on determining policy and rules of remuneration of the Supervisory Board Members of Bank BPH S.A.

1. Acting pursuant to § 20 sec. 2) of the Bank's Articles of Association, the Annual General Meeting of Bank BPH S.A. hereby introduces 'Policy and Rules of Remuneration of the Supervisory Board Members of Bank BPH S.A.' as defined in the appendix to the Resolution effective from 1 January 2015.
2. Resolution of the Annual General Meeting of Bank BPH S.A. No. 60/2008 dated June 24, 2008 on determining the rules of remuneration of the Supervisory Board Members, amended by Resolution of the Annual General Meeting of Bank BPH S.A. No. 13/2010 dated June 1, 2010 and Resolution of the Annual General Meeting of Bank BPH S.A. No. 41/2011 dated September 9, 2011 is repealed.

Appendix to Resolution No. /2015 of the Annual General Meeting of Bank BPH S.A.

Policy and Rules of Remuneration of the Supervisory Board Members of Bank BPH S.A.

Article 1. Remuneration Policy

1. The Policy and Rules of Remuneration of the Members of Supervisory Board ('SB') of Bank BPH S.A. ('Bank') are aimed at motivating the SB Members to actively and effectively engage in performing their functions, including actively performing their work in the committees of SB, while considering the financial standing and scope of operations of the Bank.
2. The amount of remuneration is related to the challenges faced by the Bank and responsibilities of the individual SB Members.
3. The SB Members remuneration consists only of the base compensation and supplement for a function ('functional allowance') performed within SB of the Bank.

Article 2. Remuneration rules and amount

1. The monthly base compensation of a SB Member of the Bank shall amount to PLN 9,000.
2. The monthly functional allowance for the SB Chairperson shall amount to PLN 8,000.
3. The monthly functional allowance for the First and Second Deputy Chairpersons of SB shall amount to PLN 4,000.
4. The monthly functional allowance for the SB Audit Committee Chairperson shall amount to PLN 6,000.
5. The monthly functional allowance of the Chairperson of each SB Committee other than indicated in Clause 4 shall amount to PLN 3,000.
6. The monthly functional allowance related to membership in one SB Committee other than the one referred to in Clause 4 or 5 shall amount to PLN 2,000.
7. In case one Member performs several functions within SB referred to in Clauses 2 to 5, functional allowances shall not aggregate. A SB Member shall be granted the highest functional allowance as provided for in such Clauses.

Article 3. Costs related to function performed

1. The Bank shall reimburse SB Members for travel and accommodation costs related to the meetings of SB, its Committees and also for the performance of other duties entrusted them by the Bank's SB.
2. The Bank shall ensure access to a safe system of electronic mail and in the Bank's Head Office it shall provide place for the sole use of SB.
3. All other costs related to the performance of a SB Member function shall be reimbursed by the Bank after prior consent of the Bank's SB Chairperson and taking into account the budget capabilities of the Bank.

Article 4. Final provisions

1. A difference between remuneration paid to SB Members in 2015 on the basis of the previously applicable Rules adopted under Resolution of the Annual General Meeting of Bank BPH S.A. No. 60/2008 dated June, 24 2008, as amended, and remuneration that would have been due pursuant to this document would be paid within 2 weeks from the date this Resolution has been adopted.
2. Payment of remuneration shall be made by the 10th day of the month following the month for which such remuneration is due.
3. The above provisions shall not be contrary to the rules of the strategic investor applicable to remuneration of its representatives in supervisory boards of its subsidiaries.

JUSTIFICATION

Change to the remuneration rules determined in 2008 is due to increase of responsibility and tasks of the SB.

Amendments to the Bank BPH S.A. Rules of the General Meeting of Bank BPH S.A.**Draft AGM Resolutions:**

Resolution No/2015
Annual General Meeting of Bank BPH S.A.
of May 29, 2015
regarding amendments to the Rules of the General Meeting of Bank BPH S.A.

The Annual General Meeting of Bank BPH S.A. hereby amends § 45 sec. 3 of the Rules of the General Meeting of Bank BPH S.A., which receives the following wording:

'3. The second minutes are drawn up in writing by a secretary. The minutes include questions asked and motions that have been put forward during the GM. The minutes are drawn up during the debate. The minutes are signed by the GM Chairman and a secretary.'

JUSTIFICATION

Currently, there are two minutes from GM prepared in the Bank: notarial protocol and second (internal) protocol including a detailed course of debate. Due to the fact that course of GM is recorded it is not necessary to prepare detailed second (internal) minutes from the meeting and it is proposed that the internal minutes of GM is limited to questions and motions only.

Adoption of the uniform text of the Rules of the General Meeting of Bank BPH S.A.

Draft AGM resolution:

Resolution No. /2015
of the Annual General Meeting of Bank BPH S.A.
as of May 29, 2015
regarding adoption of the uniform text of the Rules of the General Meeting of Bank BPH S.A.

As a result of the aforementioned amendments to the Rules of the General Meeting of Bank BPH S.A. as provided for in the Resolution No /2015 of the Annual General Meeting of Bank BPH S.A. dated May 29, 2015, the Annual General Meeting hereby adopts the uniform text of the Rules of the General Meeting of Bank BPH S.A., which constitutes Appendix to this Resolution.

Approving the "Principles of Corporate Governance for Supervised Institutions" relating to shareholders for application

Draft AGM resolution:

Resolution No. /2015
of the Annual General Meeting of Bank BPH S.A.
of 29 May 2015
approving the "Principles of Corporate Governance for Supervised Institutions"
relating to shareholders for application

In connection with the adoption of the "Principles of Corporate Governance for Supervised Institutions" ("Principles") by the Polish Financial Supervision Authority on 22 July 2014, acting pursuant to Art. 395 § 5 of the Commercial Companies Code

the Shareholders hereby declare that they accept the Principles in the part relating to shareholders for application, in particular the provisions in Chapter 2 of the Principles, with the reservation that they will be applicable subject to the following:

- all relevant circumstances and facts concerning Shareholders, including financial condition of the Shareholders, legal and supervisory regulations applicable to the Shareholders, and taking into account the interest of the Shareholders and the interests of other stakeholders, of the Bank and of its customers, as well as
- the proportionality principle

and that the Principles are interpreted in accordance with the laws applicable to the Bank, in particular the Commercial Companies Code, the Banking Act and the Act on Public Offerings and Conditions for the Introduction of Financial Instruments into an Organized Trading System and on Public Companies.

JUSTIFICATION

Adopting of the Resolution is related to the Corporate Governance Principles for Supervised Institutions adopted by the Polish Financial Supervision Authority.
