

The draft resolutions that will be considered by the Extraordinary General Meeting of Bank Zachodni WBK S.A. to be held on 30<sup>th</sup> September 2014.

*re: item 2 of the agenda*

**RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING  
OF BANK ZACHODNI WBK S.A. WITH ITS REGISTERED SEAT IN WROCLAW**

*(draft)*

**re. appointing Chairman of the Meeting**

**§ 1**

Extraordinary 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 EXTRAORDINARY GENERAL MEETING  
OF BANK ZACHODNI WBK S.A. WITH ITS REGISTERED SEAT IN WROCLAW**

*(draft)*

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

Extraordinary 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. Adopting the resolution concerning the division of Dom Maklerski BZ WBK Spółka Akcyjna.
6. Closing the General Meeting.

*re: item 5 of the agenda*

**RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING  
OF BANK ZACHODNI WBK S.A. WITH ITS REGISTERED SEAT IN WROCLAW**

*(draft)*

**concerning the division of Dom Maklerski BZ WBK Spółka Akcyjna**

**§ 1**

1. Acting based on Art. 541 of the Commercial Companies Code (the "**CCC**") the division of Dom Maklerski BZ WBK S.A. with its registered seat in Poznań (the "**DM BZ WBK**" or the "**Company Being Divided**") is hereby resolved upon in accordance with the procedure specified in Art. 529 § 1.3 of the CCC, i.e.:
  - through the transfer to the sole shareholder of the Company Being Divided, i.e. Bank Zachodni WBK S.A. with its registered seat in Wrocław ( the "**Acquiring Company**" or "**BZ WBK**") of a part of the assets and liabilities of the Company Being Divided in the form of an organised part of the enterprise of DM BZ WBK connected with the provision of brokerage services involving: (i) the acceptance and transfer of orders to buy or sell

financial instruments; (ii) the execution of the orders referred to in section; (i) for the account of the customer; (iii) buying and selling financial instruments for the broker's account; (iv) offering financial instruments; (v) the provision of services under standby underwriting agreements and firm commitment underwriting agreements or the execution and performance of other similar agreements concerning financial instruments; (vi) investment advice; (vii) the storage or registration of financial instruments, including the keeping of securities accounts and cash accounts; (viii) advising companies on capital structure, corporate strategy and other matters related to such structure or a strategy; (ix) advisory and other services relating to the mergers, demergers and acquisitions of companies; (x) the preparation of investment analyses, financial analyses and other recommendations of a general nature relating to transactions in financial instruments; (xi) additional services related to standby underwriting and firm commitment underwriting; (xii) providing foreign-exchange services where these are connected with the activity referred to in Art. 69 section 2 of the Act on Trading in Financial Instruments as well as other services currently provided by the Company Being Divided and not constituting the Advertising Business (as defined below) (the "**Brokerage Business**"); and

- through the transfer to Gieldokracja sp. z o.o. w organizacji (a company in organisation) with its registered seat in Poznań (the "**NewCo**") of a part of the assets and liabilities of the Company Being Divided in the form of an organised part of the enterprise of DM BZ WBK connected with: (i) pursuing educational activities with respect to the operation of the capital market; (ii) operating internet portals, including the portal [www.gieldokracja.pl](http://www.gieldokracja.pl); (iii) providing advertising services; and (iv) providing information-related services (the "**Advertising Business**") (the "**Division**").
2. Approval is hereby granted to the Division Plan of the Company Being Divided agreed in writing between the Company Being Divided and the Acquiring Company on 24 July 2014 and made available since that day to this date, inclusive, to the public on the website of the Acquiring Company ([www.bzwbk.pl](http://www.bzwbk.pl)) and the Company Being Divided ([www.dmbzwbk.pl](http://www.dmbzwbk.pl)) (the "**Division Plan**"). The Division Plan is attached to this resolution as Schedule 1.
  3. In connection with the Division, approval is hereby granted for the transfer of an organised part of the enterprise of DM BZ WBK connected with the Brokerage Business to the Acquiring Company and of an organised part of the enterprise of DM BZ WBK connected with the Advertising Business to the NewCo, in such scope and on such terms as specified in this resolution and in the Division Plan.

## § 2

1. No increase in the share capital of the Acquiring Company is envisaged in connection with the acquisition by the Acquiring Company of a part of the assets and liabilities of the Company Being Divided and, consequently, the Acquiring Company will not issue any BZ WBK shares in exchange for the acquired assets and liabilities of the Company Being Divided.
2. Assets and liabilities of the Company Being Divided acquired by the NewCo will be assigned to the share capital and the spare capital of the NewCo, in that PLN 100,000 will be transferred to the share capital and an amount corresponding to the book value of an organised part of the enterprise connected with the Advertising Business, as at the Division date less the value of the share capital, i.e. less PLN 100,000, will be transferred to the spare capital.
3. All shares in the NewCo, i.e. 1,000 shares with a nominal value of PLN 100 each, carrying the right to exercise 100% votes at the shareholders' meeting of the NewCo, will be awarded to the existing sole shareholder of the Company Being Divided, i.e. the Acquiring Company, pro rata to its current shareholding in the Company Being Divided.
4. No additional payments will be required in connection with the Division.

## § 3

1. Approval is hereby granted to the wording of the articles of association of the NewCo, which are attached as Schedule 2 to this resolution.

2. The shares awarded to the Acquiring Company in the NewCo will entitle the Acquiring Company to participate in the NewCo's profits from the date on which the NewCo is registered.

**§ 4**

The management board of the Acquiring Company is hereby authorised to perform all actions, things and deeds necessary to effect the Division.

**§ 5**

The resolution shall enter into force on the date of its adoption.

**The appendices to this resolution are attached as separate files.**