



Bank Millennium S.A.

Date: 22 April 2010 r.

Current report nr 37/ 2010

SUBJECT: Resolutions taken by the by Ordinary General Meeting of Shareholders of Bank Millennium S.A. on 22 of April 2010

The Management Board of Bank Millennium S.A. ("the Bank") hereby sends the resolutions, which were taken by General Meeting of Shareholders of the Bank ("the OGM") on 22 of April 2010.

RESOLUTION No. 1

of the Ordinary General Meeting of Bank Millennium S.A. dated 22 April 2010 in the matter of approval of Bank's financial statements for the financial year 2009, , Management Board's report on the Bank's operations in the financial year 2009 and a Supervisory Board's report covering results of evaluation of the Management Board's report on the Bank's operations in the financial year 2009 and the financial statements of the Bank for the financial year 2009, as well as the Management Board's request regarding distribution of profit.

Pursuant to art. 393 item 1, art. 395 § 2 item 1 of the Code of Commercial Companies and § 8 section 1 item 1 of the Bank's Articles of Association, the Ordinary General Meeting approves Bank's financial statements for the financial year 2009, Management Board report on the Bank's operation in 2009 financial year and the Supervisory Board report covering: results from assessment of the Management Board report on the Bank's operations in 2009 financial year and the Bank's financial statements on 2009 financial year as well as results from assessment of the proposal of the Management Board regarding distribution of profit.

Number of shares, under which valid votes were cast: 1 005 212 846 shares, which constitute 82.8620018334% of share capital.

Total number of valid votes cast: 1 005 273 046 including:

- For: 973 980 725,
- Against: 0,
- Abstained: 31 292 321

RESOLUTION No. 2

of the Ordinary General Meeting of Bank Millennium S.A. dated 22 April 2010 in the matter of approval of the financial statements of the Bank Millennium S.A. Capital Group for financial year 2009.

Pursuant to art. 395 § 5 the Commercial Company Code, the Ordinary General Meeting approves the financial statements of the Capital Group of Bank Millennium S.A. for the financial year 2009.

Number of shares, under which valid votes were cast: 1 005 212 846 shares, which constitute 82,8620018334% of share capital.

Total number of valid votes cast: 1 005 273 046 including:

- For: 1 005 272 966,
- Against: 0,
- Abstained: 80.

RESOLUTION No. 3

of the Ordinary General Meeting of Bank Millennium S.A. dated 22 April 2010 in the matter of discharging members of the Bank's Management Board from their duties performed in the financial year 2009

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 section 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting discharges members of the Bank's Management Board from their duties performed in the financial year 2009:

- Mr Bogusław Kott – for the period from 1.01.2009 to 31.12.2009,
- Mr Luis Maria Franca de Castro Pereira Coutinho – for the period from 1.01.2009 to 12.02.2009,
- Mr Fernando Maria Cardoso Rodrigues Bicho – for the period from 1.01.2009 to 31.12.2009,
- Ms Julianna Boniuk-Gorzelańczyk - for the period from 1.01.2009 to 31.12.2009,
- Mr Wojciech Haase - for the period from 1.01.2009 to 31.12.2009,
- Mr Piotr Romanowski – for the period from 1.01.2009 to 12.02.2009,
- Mr Zbigniew Kudaś – for the period from 1.01.2009 to 12.02.2009,
- Mr Joao Nuno Lima Bras Jorge – for the period from 1.01.2009 r. to 31.12.2009.
- Mr Rui Manuel da Silva Teixeira – for the period from 12.02.2009 r. to 31.12.2009 r.,
- Mr Artur Klimczak – for the period from 12.02.2009 r. to 31.12.2009 r.

Number of shares, under which valid votes were cast: 1 004 713 104 shares, which constitute 82,8208069535 % of share capital.

Total number of valid votes cast: 1 004 773 304 including:

- **For: 1 004 773 304,**
- **Against: 0,**
- **Abstained: 0**

RESOLUTION No. 4

of the Ordinary General Meeting of Bank Millennium S.A. dated 22 April 2010 in the matter of discharging members of the Bank's Supervisory Board from their duties performed in the financial year 2009

Pursuant to art. 393 item 1, art. 395 § 2 item 3 of the Code of Commercial Companies and § 8 section 1 item 3 of the Bank's Articles of Association, the Ordinary General Meeting discharges members of the Bank's Supervisory Board from their duties performed in the financial year 2009:

- Mr Maciej Bednarkiewicz – for the period from 1.01.2009 to 31.12.2009,
- Mr Ryszard Pospieszynski – for the period from 1.01.2009 to 31.12.2009,
- Mr Carlos Jorge Ramalho dos Santos Ferreira – for the period from 1.01.2009 to 31.12.2009,
- Mr Paulo Jose de Ribeiro Moita de Macedo – for the period from 1.01.2009 to 31.12.2009,
- Mr Vitor Manuel Lopes Fernandes – for the period from 1.01.2009 to 31.12.2009,
- Mr Nelson Ricardo Bessa Machado – for the period from 1.01.2009 to 31.12.2009,
- Mr Andrzej Koźmiński - for the period from 1.01.2009 to 31.12.2009,
- Mr Marek Rocki - for the period from 1.01.2009 to 31.12.2009,
- Mr Dariusz Rosati – for the period from 1.01.2009 to 31.12.2009,
- Mr Luis Maria Franca de Castro Pereira Coutinho – for the period from 27.03.2009 to 31.12.2009,
- Mr Marek Furtek – for the period from 27.03.2009 to 31.12.2009.

Number of shares, under which valid votes were cast: 1 005 126 411 shares, which constitute 82, 8548767980% of share capital.

Total number of valid votes cast: 1 005 186 411 including:

- **For: 1 005 186 411,**
- **Against: 0,**
- **Abstained: 0.**

RESOLUTION No. 5

of the Ordinary General Meeting of Bank Millennium S.A. dated 22 April 2010 on the distribution of profit for the financial year 2009

Pursuant to art. 395 § 2.2 of the Commercial Companies Code and § 8.1.2, § 36 and § 37 of the Bank's Articles of Association, the Ordinary General Meeting of Bank Millennium S.A. resolves as follows:

1. To distribute and allocate the entire Bank's net profit for the financial year ending on December 31, 2009 in the amount of PLN 84.114.713,73 to reserve capital;
2. The resolution comes into force upon adopting it.

Number of shares, under which valid votes were cast: 1 005 212 846 shares, which constitute 82,8620018334% of share capital.

Total number of valid votes cast: 1 005 273 046 including:

- For: 973 980 725,
- Against: 31 292 321,
- Abstained: 0

RESOLUTION No. 6

of the Ordinary General Meeting of Bank Millennium S.A. dated 22 April 2010 in the matter of amending the Bank Articles of Association.

Pursuant to art. 430 § 1 of the Commercial Companies Code and § 8 section 2 item 1 of the Articles of Association of Bank Millennium S.A. („Bank”), the Ordinary General Meeting of Bank Millennium S.A. resolves as follows:

§ 1

The Articles of Association of the Bank shall be amended, as follows:

- 1) in § 7 after the words “Articles of Association” the word “also” shall be added;
- 2) in § 8:
 - a) in sect. 1:
 - in the fourth sentence following the word “or” the following wording shall be added “upon a motion filed to the Management Board in writing or in electronic format” and the word “tenth” shall be replaced with the word “twentieth”,
 - in the fifth sentence the word “or” shall be deleted and the word “Extraordinary” shall be replaced with the word “General” and the full stop shall be replaced with a comma, followed by “and the right to convene the Extraordinary General Meeting, if they find convening it advisable.”,
 - the sixth sentence shall be added, reading as follows: “The Extraordinary General Meeting may be convened by the shareholders representing at least half of the initial capital or at least half of the total votes at the Bank.”,
 - the seventh sentence shall be added, reading as follows: “In such situation the shareholders shall appoint the Chairman of this Extraordinary General Meeting.”,
 - b) sect. “3” shall now bear the title of sect. “4” and in place of the current one a new sect. 3 shall be added, reading as follows “3. The General Shareholders’ Meeting operates on the grounds of the bylaws adopted thereby.”,
 - c) in sect. 4 the full stop shall be replaced with a comma and “without prejudice to the right of the shareholders who represent at least half of the initial capital or at least half of the total vote at the Bank for appointment of the Chairman of the Extraordinary General Shareholders’ Meeting pursuant to the provisions of section 1 of this paragraph.” shall be added;
- 3) in § 9:
 - a) in the second sentence:
 - the word “tenth” shall be replaced with the word “twentieth”,
 - after the word “who” the words “following the procedure stipulated in paragraph 8 section 1” shall be added,

- after the word “convening” the word “Extraordinary” shall be added,
 - the word “propose” shall be deleted and the words “file, in writing or in electronic format, a demand” shall be added in this place,
 - the word “at” shall be replaced with the word “in”,
 - after the comma the words “or propose in writing or through use of means of electronic communications their own draft resolution on a matter included in the agenda or proposed to be included therein,” shall be added,
 - after the word “their” the word “demands” shall be added and a comma,
 - after the word “motions” the words “or drafts” shall be added and the words “in writing” shall be deleted and a full stop added;
- b) a third sentence shall be added, reading as follows:
- “ The demand for inclusion of certain matters in the agenda of the nearest General Meeting should be lodged not later than 21 days before the appointed term thereof, with justification or draft resolution concerning the proposed item of the agenda.”.

§ 2

The Bank Supervisory Board, in accordance with § 17 section 2 item 5 of the Articles of Association of the Bank shall determine uniform wording of the Articles of Association including amendments introduced in accordance with § 1 hereof.

§ 3

This resolution shall enter into force upon adoption.

Number of shares, under which valid votes were cast: 1 005 212 846 shares, which constitute 82,8620018334% of share capital.

Total number of valid votes cast: 1 005 179 047 including:

- **For: 1 005 179 047**
- **Against: 0,**
- **Abstained: 0**

RESOLUTION No. 7

of the Ordinary General Meeting of Bank Millennium S.A. dated 22 April 2010 in the matter of amending By-laws of the General Meeting of Shareholders and establishing the uniform text of the By-laws.

The Ordinary General Meeting resolves as follows:

§ 1

In the By-laws of the General Meeting of Shareholders of Bank Millennium S.A., the following changes shall be made:

- 1) in § 2:
 - a) in sect. 1 item 1 the words: “at least one week before the Shareholders Meeting” shall be replaced with the words: “on the day of registration of their participation in the General Meeting”,
 - b) in sect. 1 item 2 the words: “at least one week before the date Shareholders Meeting” shall be replaced with the words: “on the day of registration of their participation in the General Meeting”,
 - c) in sect. 1 item 3 the words: “at least one week before the date of the Shareholders Meeting and the shares were not collected before the conclusion of the meeting” shall be replaced with the words: “not later on the day of registration of their participation in the General Meeting and these shares were not collected before the end of the day of participation registration”,
 - d) in sect. 1 item 4 after the words: “traded” the word: “publicly” shall be replaced with the words: “on the regulated market”, the words: “deposited in the Bank” shall be replaced with the word: “obtained”, the words: “deposit certificates” shall be replaced with the words: “certificates on the right to participate in the General Meeting”, the word: “public” shall be deleted before the word “trading”, after which the words: “financial instruments” shall be added in place of the words: “securities”;
- 2) in § 3 sect. 4 the full stop shall be replaced with a comma and the words: “as well as they may demand that the List of the shareholders be sent to them free of charge by email, stating the address to which it should be sent, whereas such demand should be made in writing to the mail address of the Bank or in the electronic format, sending it to the email address: wza@bankmillennium.pl.” shall be added;
- 3) in § 4:
 - a) in sect. 1 a third sentence shall be added, reading as follows: “The power of attorney may be also granted in the electronic format on the form made available for this purpose on the Bank’s Website.”,
 - b) sect. 2 shall read: “Power of attorney to represent at the Shareholders’ Meeting, granted to a member of a body of the Bank or a body of Bank’s subsidiary, or an employee of the Bank or Bank’s subsidiary, as well as the proxy referred to in § 21 section 2, may authorise to represent at only one General Meeting. Granting further power of attorney by such a proxy is precluded.”,
 - c) sect. 3 shall be added, reading as follows: “The Bank should be notified that power of attorney in electronic format was granted, by use of means of electronic communication, through sending, to email address wza@bankmillennium.pl, a scan of the power-of-attorney document filled out and

signed by the shareholder, and prepared on the basis of the power-of-attorney form placed on the Website of the Bank. The content of the emailed scan of the power-of-attorney document should stipulate the scope of the power of attorney and in case of the powers of attorney referred to in section 2 – also the date and name of the General Meeting at which the proxy shall represent the shareholder.”,

- d) sect. 4 shall be added, reading as follows: “The proxy of the shareholder should demonstrate the validity of his authorisation to represent the shareholder as well as allow him to confirm his/her identity and identity of the shareholder by presenting relevant documents and information.”;

4)in § 15:

- a) in sect. 2 after the words: “in conformity to regulations” the words: “on public” shall be replaced with the words: “governing organised”, the word: “trading” shall be replaced with the word: “trading” [this change is in the Polish language version only], the words: “securities” shall be replaced with the words: “financial instruments”, the word: “otherwise” shall be deleted and following the word: “provisions” the words: “stipulated in effective laws, in particular the Act on public offering and conditions of introducing financial instruments to the organized trading system and on public companies, and Commercial Companies Code” shall be added,
- b) in sect. 3 item 1 the word: “specific” shall be deleted,
- c) in sect. 3 item 2 after the words: “provision of” the word: “specific” shall be deleted, after the word: “information” the words: “by member of the Management Board” shall be added, the words: “expose a member of the Management Board to” shall be replaced with the words: “constitute grounds for his/her”, and the word: “or” shall be replaced with the word: “or” [this change is in the Polish language version only];

5)in § 21:

- a) in sect. 1 the comma and the words: “or those acting in the capacity of a proxy of other persons” shall be deleted,
- b) sect. 2 shall be added, reading as follows:
 - „2. As a proxy, shareholder may vote on a resolution concerning:
 - 1) his/her liability towards the Bank under any title, including the discharging from performance of his/her duties,
 - 2) agreements and disputes between him/her and the Bank,
 - 3) his/her release from an obligation towards the Bank.”.

§ 2

The uniform text of the Bylaws, enclosed herewith, shall be adopted.

§ 3

The Resolution shall come into force as of the day of its adoption.

BY-LAWS

of the General Meeting of Shareholders of Bank Millennium S.A.

§ 1

1. The General Meeting of Shareholders, hereinafter referred to as “the Shareholders Meeting”, is the highest governing body of Bank Millennium S.A.
2. The Shareholders Meeting shall be held in keeping with the procedures and on terms and conditions provided for in the Commercial Companies Code and in the Bank's Articles of Association.

§ 2

1. The following may take part in the Shareholders Meeting:
 - 1) holders of registered shares and temporary certificates, entered in the share register on the day of registration of their participation in the General Meeting,
 - 2) pledgees and usufructuaries with the voting right, entered in the share register on the day of registration of their participation in the General Meeting,
 - 3) holders of shares to the bearer, provided they deposited the shares in the Bank not later on the day of registration of their participation in the General Meeting and these shares were not collected before the end of the day of participation registration,
 - 4) shareholders holding shares traded on the regulated market, who obtained the registered certificates on the right to participate in the General Meeting issued by the company which keeps the securities account in conformity to the regulations on trading in financial instruments.
2. The right to participate in the Meeting, referred to in pt I herein above, shall include, in particular, the right to vote, submit motions and oppose.
3. The Shareholders Meeting should be attended by members of the Management Board and of the Bank's Supervisory Board, as well as by the guests invited by the body convening the Shareholders Meeting.
4. The Management Board shall guarantee the participation of an expert in the banking and in the commercial law (Commercial Companies Code) .

§ 3

1. The List of shareholders eligible to participate in the Shareholders Meeting, hereinafter referred to as “List of eligible persons”, shall be prepared and signed by the Bank's Management Board.
2. The List of eligible persons shall include:
 - 1) names and surnames or firm (company name) of shareholders eligible to participate in the Meeting,
 - 2) residence or seat,
 - 3) quantity, type and numbers of shares and the number of votes.
3. The List of eligible persons shall be laid out in the Bank's Management Board Office for three consecutive business days before the date of the Shareholders Meeting.

4. All the shareholders shall have right to inspect the List of the eligible persons in the Offices of the Bank's Management Board, as well as they may demand that the List of the shareholders be sent to them free of charge by email, stating the address to which it should be sent, whereas such demand should be made in writing to the mail address of the Bank or in the electronic format, sending it to the email address: wza@bankmillennium.pl.

§ 4

1. Shareholders shall have right to participate in the Shareholders Meeting and to exercise the voting rights personally or by proxies. The power of attorney shall be done in writing, under the pain of invalidity, and shall be appended to the Minutes from the Shareholders Meeting. The power of attorney may be also granted in the electronic format on the form made available for this purpose on the Bank's Website.
2. Power of attorney to represent at the Shareholders' Meeting, granted to a member of a body of the Bank or a body of Bank's subsidiary, or an employee of the Bank or Bank's subsidiary, as well as the proxy referred to in § 21 section 2, may authorise to represent at only one General Meeting. Granting further power of attorney by such a proxy is precluded.
3. The Bank should be notified that power of attorney in electronic format was granted, by use of means of electronic communication, through sending, to email address wza@bankmillennium.pl, a scan of the power-of-attorney document filled out and signed by the shareholder, and prepared on the basis of the power-of-attorney form placed on the Website of the Bank. The content of the emailed scan of the power-of-attorney document should stipulate the scope of the power of attorney and in case of the powers of attorney referred to in section 2 – also the date and name of the General Meeting at which the proxy shall represent the shareholder.
4. The proxy of the shareholder should demonstrate the validity of his authorisation to represent the shareholder as well as allow him to confirm his/her identity and identity of the shareholder by presenting relevant documents and information.

§ 5

The Shareholders Meeting shall be opened by the Chairman or a Deputy Chairman of the Bank's Supervisory Board, who shall order the election of the Chairman of the Shareholders Meeting.

§ 6

1. All shareholders, listed on the List of eligible persons, shall have right to run as candidates for the position of the Chairman of the Shareholders Meeting and also to submit to the Minutes one candidate for the position of the Chairman of the Shareholders Meeting from among persons eligible to participate in the Shareholders Meeting.
2. The submitted candidate shall be entered on the list upon his acceptance of the candidacy declared to the Minutes. The list of candidates shall be prepared by the person opening the Shareholders Meeting. Upon its announcement, the list shall be deemed to be closed.
3. The Chairman of the Shareholder Meeting shall be elected by separately voting for each and every candidates listed in the alphabetical order. The Chairman shall be elected in the secret ballot.
4. The person opening the Shareholders Meeting shall monitor the correctness of the voting and shall

announce its outcome.

5. The candidate who obtained the highest number of valid votes cast shall become the Chairman of the Shareholders Meeting.

§ 7

1. The list of attendance shall be prepared on the basis of the List of eligible persons, by persons duly appointed for this purpose by the Bank's Management Board.
2. Upon his election, the Chairman of the Shareholders Meeting shall sign the list of attendance containing the names of the participants in the Shareholders Meeting with the specification of the number of shares they hold and the number of votes.
3. Upon preparing the list of attendance care shall be taken to:
 - 1) verify eligibility of the shareholders to participate in the Shareholders Meeting,
 - 2) verify identity of the shareholders or their proxies on the basis of the identity card or any other credible document,
 - 3) verify correctness of the power of attorney, thereafter appended to the Minutes from the Shareholders Meeting,
 - 4) see that shareholders or their proxies sign the list of attendance,
 - 5) issue to the shareholders or their proxies appropriate magnetic voting cards or other voting documents.
4. Protests regarding eligibility to participate in the Shareholders Meeting shall be addressed to the Chairman of the General Meeting of Shareholders.
5. The list of attendance shall be laid out throughout the duration of the Shareholders Meeting until it is concluded. Persons responsible for the list of attendance shall at all times make note of any changes in the composition of the Shareholders Meeting, indicating the time when such changes occurred.

§ 8

1. The Chairman of the Shareholders Meeting shall conduct the debates in conformity to the agreed agenda of the Meeting, legal regulations and present By-laws.
2. The tasks of the Chairman of the Shareholders Meeting shall include in particular:
 - 1) concern for the efficient and correct course of the debates and voting,
 - 2) give the floor,
 - 3) safeguard the matter of fact course of the debates,
 - 4) issue appropriate orders in the debate room,
 - 5) order breaks in the debates,
 - 6) order voting and safeguard its correct course as well as sign all the documents with voting results,
 - 7) make sure that all the items of the agenda are covered,
 - 8) resolve doubts concerning the By-laws.

§ 9

1. Upon signing the list of attendance the Chairman of the Shareholders Meeting shall confirm the correctness of the convocation of the Shareholders Meeting and its capacity to adopt resolutions, shall

announce the agenda and shall order the election of the Voting Committee, the latter in case such a need exists.

2. If necessary, the Chairman of the Shareholders Meeting may appoint an assistant to be the Secretary of the Shareholders Meeting.

§ 10

1. If need be, the Voting Committee composed of 3 to 5 members shall be elected by the Shareholders Meeting with a simple majority of votes cast in the open voting.
2. Each shareholder shall have right to submit one candidate to the Minutes. The votes shall be cast separately for each and every candidate, listed in the alphabetical order. The candidates should declare their consent for the candidacy. Candidates who obtained the highest number of votes shall be deemed to be elected.
3. The Voting Committee shall elect from among its number the chairman and the secretary.
4. The task of the Voting Committee shall be to monitor the correctness of the voting, supervise the computerized voting, verify and determine the voting results and to communicate the results of the voting to the Chairman of the Shareholders Meeting as well as to perform other activities connected with the voting.
5. If irregularities are found in the voting, the Voting Committee shall immediately notify such irregularities to the Chairman of the Shareholders Meeting and shall also make recommendations regarding the further proceedings.
6. Documents containing voting results shall be signed by all members of the Voting Committee and by the Chairman of the Shareholders Meeting.
7. The activities taken by the Voting Committee shall be included in the Minutes, which upon their signing by the Chairman and by the Secretary, shall be delivered to the Chairman of the Shareholders Meeting.

§ 11

1. A resolution not to consider an issue placed on the agenda may be adopted only if supported by sound reasons. A motion in this respect shall be justified in detail. The removal an item from the agenda or the resignation to consider an item from the agenda shall require the resolution to be adopted by the Shareholders meeting, upon the earlier consent granted by all the present shareholders who submitted such motion, supported by 75% of votes at the Shareholders Meeting.
2. Resolutions shall not be taken in matters which are not included on the agenda, unless the entire share capital is represented at the Shareholders Meeting and none of the eligible shareholders present objects the adoption of the resolution.
3. Motions for convening the Extraordinary Shareholders meeting and motions regarding the items of order may be adopted even if they were not included on the agenda.

§ 12

If the General Meeting agenda encompasses motion concerning the appointment of auditor for specific issues, a candidate for the function cannot be the entity performing presently or during the period covered by the audit, the function of the auditor in the Bank or its subsidiaries.

§ 13

1. Following the presentation of each subject matter of the agenda the Chairman of the Shareholders Meeting shall open the discussion, giving the floor as requests are made. With the consent of the Shareholders Meeting, the discussion may be conducted on a number of items of the agenda jointly
2. The Chairman of the Shareholders Meeting may give floor to members of the Management Board and Members of the Bank's Supervisory Board out of the accepted order.
3. The Chairman of the Shareholders Meeting may order that requests to speak be submitted in writing, giving the name and surname of the speaker.
4. In case of a large number of speakers in the discussion on a specific item of the agenda, the Chairman of the Shareholders Meeting may limit the number of speakers. In such case, the shareholder who was not allowed to speak, shall have right to express his position in writing, giving his name and surname, to be included in the Minutes.

§ 14

1. Floor may be taken only in matters covered by the agenda and currently considered.
2. Upon the consideration of each item of the agenda each shareholder shall have right to one 5-minute statement and a 3-minute response.
3. The Chairman of the Shareholders Meeting may rebuke the speaker who is diverging from the subject matter of the discussion or is exceeding time limits referred to in Sec. 2 herein above. The speakers who fail to comply may be deprived of the right to speak.
4. Every intervention in the discussion on the specific draft resolution shall be concluded with a clear statement whether the speaker is in favour of or against the draft resolution under consideration.

§ 15

1. All shareholders shall have right to ask questions on all matters covered by the agenda.
2. Within their powers, the Members of the Bank's governing bodies shall provide exhausting answers and clarifications to all the questions, in consideration of the fact that public companies perform their information duties in conformity to regulations governing organised trading in financial instruments and certain information cannot be provided in a manner other than that stipulated in effective laws, in particular the Act on public offering and conditions of introducing financial instruments to the organized trading system and on public companies, and Commercial Companies Code.
3. The Management Board and Members of other governing bodies of the Bank may refuse to provide answer if:
 - 1) provision of information could be harmful to the Bank, the linked company or a subsidiary, especially due to disclosure of technical, commercial or organizational secrets,
 - 2) provision of information by member of the Management Board could constitute grounds for his/her criminal, civil or administrative liability.

§ 16

All shareholders shall have right to protest decisions made by the Chairman of the Shareholders Meeting. The Shareholders Meeting shall decide with a simple majority of votes cast in the open vote on approving or revoking decisions made by the Chairman.

§ 17

1. All shareholders shall have right to propose modifications and supplement draft resolutions covered by the agenda of the Shareholders Meeting until the discussion is closed on the specific item of the agenda pertaining to resolution under consideration.
2. The proposals, referred to in Sec. 1, with brief justification shall be submitted in writing to the Chairman of the Shareholders Meeting, separately for each draft resolution, with the name and surname (firm) of the shareholder.

§ 18

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

§ 19

1. In matters pertaining to points of order the Chairman may give floor outside the established sequence. All shareholders may submit motions regarding points of order.
2. Motions regarding points of order shall include motions which pertain to the way of discussion and voting, and in particular:
 - 1) limitation, adjourning or closing the discussion,
 - 2) closing the list of speakers,
 - 3) limiting the speech time,
 - 4) way in which the discussion is conducted,
 - 5) ordering the breaks in the debates,
 - 6) order in which the motions are adopted.
3. Discussion on motions regarding points of order shall be started immediately after such motion is proposed.
4. In a discussion on motions regarding points of order the floor may be taken by only two speakers - one in favour of and one against the submitted motion, unless the Shareholders Meeting decides otherwise.
5. The Chairman of the Shareholders Meeting shall order the vote immediately after the discussion on motions regarding points of order.

§ 20

1. Subject to cases provided for in the Commercial Companies Code, the Shareholders Meeting shall be valid irrespective of the number of the represented shares.
2. Subject to cases specified in the Commercial Companies Code and in the Bank's Articles of Association, the validity of the resolutions shall require a simple majority of votes cast.
3. Subject to provisions of §29 of the Bank's Articles of Association each Bank share shall give right to one vote.

§ 21

1. Shareholders may not vote either personally or by their proxies on resolutions concerning:

- 1) their liability towards the Bank on any account, including the discharging from the performance of their duties
 - 2) their remuneration,
 - 3) agreements and disputes between them and the Bank
 - 4) releasing them from their liabilities towards the Bank.
2. As a proxy, shareholder may vote on a resolution concerning:
- 1) his/her liability towards the Bank under any title, including the discharging from performance of his/her duties,
 - 2) agreements and disputes between him/her and the Bank,
 - 3) his/her release from an obligation towards the Bank.

§ 22

1. Subject to Sec. 2 the voting shall be open.
2. Secret ballot shall be ordered on the occasion of:
 - 1) the elections and motions regarding the elimination of the Members of the Bank's authorities or liquidators,
 - 2) motions to hold Members of the Bank's authorities or liquidators liable,
 - 3) personal matters,
 - 4) upon request of at least one of the shareholders present.

§ 23

1. Upon closing the discussion on each item of the agenda and prior to the voting, the Chairman shall announce the submitted motions and shall determine the sequence of voting. The motions shall be voted on in the sequence of their submission.
2. The voting shall be conducted with a computer system for casting and counting the votes, which ensures that the number of votes corresponds to the number of shares held, and which also eliminates - in case of secret ballot - the possibility to identify the votes cast by the shareholders, or in any other manner determined by the body convening the Shareholders Meeting.

§ 24

1. Before beginning the elections to the Bank's Supervisory Board the Shareholders Meeting, upon the request of the Chairman of the Shareholders Meeting, subject to the provisions of the Commercial Companies Code, shall at all times determine the number of the Members of the Board.
2. The authorized shareholders shall be entitled to propose orally candidates for Members of the Supervisory Board to the minutes together with detailed justification.
3. The proposed candidate shall be entered on the list upon a statement to the minutes, made verbally or in writing, about consent for the candidacy.
4. The list of candidates proposed to the Bank's Supervisory Board shall be drawn by the Chairman of the Shareholders Meeting in the alphabetical order. Upon its announcement the list shall be deemed to be closed.

§ 25

1. The elections to the Bank's Supervisory Board shall performed through secret ballot and votes shall be cast for each candidate separately, in the alphabetical order.
2. The candidates, who subsequently obtained the highest number of votes within the number of Members of the Bank's Supervisory Board established in keeping with the provisions of § 24 Sec. 1, shall be deemed to the elected Members of the Bank's Supervisory Board.
3. In case the candidates qualified to become Members of the Bank's Supervisory Board, obtain equal number of votes, the Chairman shall order supplementary vote. The persons who receive the greatest number of votes shall be deemed to have been elected.
4. In the cases stipulated in the Commercial Companies Code the Supervisory Board is elected by the Shareholders Meeting through voting in separate groups, in keeping with the principles defined in the Code.

§ 26

Upon exhausting the agenda of the meeting the Chairman of the Shareholders Meeting shall announce the Shareholders Meeting to be closed.

§ 27

1. Resolutions of the Shareholders Meeting shall be included in the minutes by the notary public, under the pain of invalidity.
2. The minutes shall be taken in compliance with the proper provisions of the Commercial Companies Code.
3. The Management Board of the Bank shall include copies of the minutes in the book of minutes.
4. The shareholders shall have right to review the book of minutes as well as to request that copies of resolutions certified by the Management Board be issued.
5. Detailed minutes from the debates shall be prepared by the Secretary of the Shareholders Meeting, provided he is nominated by the Chairman of the Shareholders Meeting.

§ 28

Resolutions adopted by the Shareholders Meeting may be challenged before the Court in keeping with the procedures and on terms and conditions specified in Art. 422-425 of the Commercial Companies Code.

§ 29

Provisions of the Commercial Companies Code and Bank's Articles of Association shall apply to matters, which are not regulated hereby.

Number of shares, under which valid votes were cast: 1 005 212 846 shares, which constitute 82,8620018334% of share capital.

Total number of valid votes cast: 1 005 265 547 including:

- For: 1 005 265 547,
- Against: 0
- Abstained: 0