

## **RESOLUTION No. 1**

*of the Ordinary General Meeting of Bank Millennium S.A. dated 31 March 2011 in the matter of approval of financial statement of the Bank Millennium S.A. for the financial year 2010, Management Board report on the Bank Millennium S.A. operation in the financial year 2010 and a Supervisory Board report, covering results from assessment of the Management Board report on the Bank Millennium S.A. operation in the financial year 2010, the financial statement of the Bank Millennium S.A. for the financial year 2010, and results from assessment of the Management Board proposal 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 financial statement of the Bank Millennium S.A. for the financial year 2010, the Management Board report on the Bank Millennium S.A. operation in the financial year 2010 and the Supervisory Board report covering: results from assessment of the Management Board report on the Bank Millennium S.A. operation in the financial year 2010, the financial statement of Bank Millennium S.A. for the financial year 2010, and results from assessment of the proposal of the Management Board regarding distribution of profit.

**Number of shares, under which valid votes were cast: 977 677 305 shares, which constitute 80.5921839954% of share capital.**

**Total number of valid votes cast: 977 677 505 including:**

- For: 977 647 905,
- Against: 0,
- Abstained: 29 600.

**RESOLUTION No. 2**

*of the Ordinary General Meeting of Bank Millennium S.A. dated 31 March 2011 in the matter of approval of the financial statements of the Bank Millennium S.A. Capital Group for financial year 2010 and Management Board's report on the Bank Millennium S.A. Capital Group operation in the financial year 2010*

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 2010 and Management Board's report on the Bank Millennium S.A. Capital Group operation in the financial year 2010.

**Number of shares, under which valid votes were cast: 977 677 305 shares, which constitute 80.5921839954% of share capital.**

**Total number of valid votes cast: 977 677 505 including:**

- For: 977 647 905,

- Against: 0,

- Abstained: 29 600.

### **RESOLUTION No. 3**

*of the Ordinary General Meeting of Bank Millennium S.A. dated 31 March 2011 in the matter of discharging members of the Bank's Management Board from their duties performed in the financial year 2010*

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 2010:

- Mr Bogusław Kott - for the period from 1.01.2010 to 31.12.2010,
- Mr Joao Nuno Lima Bras Jorge - for the period from 1.01.2010 to 31.12.2010,
- Mr Fernando Maria Cardoso Rodrigues Bicho - for the period from 1.01.2010 to 31.12.2010,
- Ms Julianna Boniuk-Gorzelańczyk - for the period from 1.01.2010 to 31.12.2010,
- Mr Andrzej Gliński - for the period from 22.04.2010 to 31.12.2010,
- Mr Wojciech Haase - for the period from 1.01.2010 to 31.12.2010,
- Mr Artur Klimczak - for the period from 1.01.2010 to 31.12.2010,
- Mr Antonio Pinto Junior - for the period from 22.04.2010 to 31.12.2010,
- Mr Rui Manuel da Silva Teixeira - for the period from 1.01.2010 r. to 22.04.2010.

**Number of shares, under which valid votes were cast: 977 669 811 shares, which constitute 80.5915662478% of share capital.**

**Total number of valid votes cast: 977 670 011 including:**

- **For: 977 640 411,**
- **Against: 0,**
- **Abstained: 29 600.**

**RESOLUTION No. 4**

*of the Ordinary General Meeting of Bank Millennium S.A. dated 31 March 2011 in the matter of discharging members of the Bank's Supervisory Board from their duties performed in the financial year 2010*

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 2010:

- Mr Maciej Bednarkiewicz - for the period from 1.01.2010 to 31.12.2010,
- Mr Ryszard Pospieszynski - for the period from 1.01.2010 to 31.12.2010,
- Mr Carlos Jorge Ramalho dos Santos Ferreira - for the period from 1.01.2010 to 31.12.2010,
- Mr Marek Furtek - for the period from 1.01.2010 to 31.12.2010,
- Mr Luis Maria Franca de Castro Pereira Coutinho - for the period from 1.01.2010 to 31.12.2010,
- Mr Vitor Manuel Lopes Fernandes - for the period from 1.01.2010 to 31.12.2010,
- Mr Andrzej Koźmiński - for the period from 1.01.2010 to 31.12.2010,
- Mr Paulo Jose de Ribeiro Moita de Macedo - for the period from 1.01.2010 to 31.12.2010,
- Mr Nelson Ricardo Bessa Machado - for the period from 1.01.2010 to 31.12.2010,
- Mr Marek Rocki - for the period from 1.01.2010 to 31.12.2010,
- Mr Dariusz Rosati - for the period from 1.01.2010 to 31.12.2010.

**Number of shares, under which valid votes were cast: 977 583 376 shares, which constitute 80.5844412124 % of share capital.**

**Total number of valid votes cast: 977 583 376 including:**

- **For: 977 553 776,**
- **Against: 0,**
- **Abstained: 29 600.**

**RESOLUTION No. 5**

*of the Ordinary General Meeting of Bank Millennium S.A. dated 31 March 2011 on the distribution of profit for the financial year 2010*

Pursuant to art. 395 § 2.2, art. 347 and art. 348 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 Bank's net profit for the financial year ending on December 31, 2010 in the amount of PLN 321,042,404.69 for:
  - a) payment of dividend - PLN 121,311,677.70,
  - b) reserve capital - PLN 199,730,726.99;
  
2. It is resolved that:
  - a) the dividend per one share shall amount to PLN 0.10 gross,
  - b) 16 May 2011 shall be the day of determining the right to the dividend (Dividend Day),
  - c) eligible for the dividend are persons, who were Bank's Shareholders at the end of the day defined in pt b),
  - d) 30 May 2011 shall be the dividend payment day.
  
3. The resolution comes into force upon adopting it.

**Number of shares, under which valid votes were cast: 977 677 305 shares, which constitute 80.5921839954% of share capital.**

**Total number of valid votes cast: 977 677 505 including:**

- For: 977 677 505,
- Against: 0,
- Abstained: 0.

**RESOLUTION No. 6**

*of the Ordinary General Meeting of Shareholders of Bank Millennium S.A. of 31 March 2011 in the matter of appointment of the member of the Bank Millennium S.A. Supervisory Board*

The Ordinary General meeting of Shareholders shall, hereby, appoint Mr. António Manuel Palma Ramalho to the position of a member of the Bank Millennium S.A. Supervisory Board of the current term of office.

**Number of shares, under which valid votes were cast: : 977 677 305 shares, which constitute 80.5921839954% of share capital.**

**Total number of valid votes cast: 977 677 505 including:**

- For: 888 309 215,
- Against: 12 163 785,
- Abstained: 77 204 505.