

RESOLUTION No. 1

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of election of the Chairman of the Ordinary General Meeting

The Ordinary General Meeting, acting pursuant to art. 409 § 1 of the Code of Commercial Companies and § 5 and 6 of the General Meeting Shareholders By-laws, the General Meeting resolves as follows:

§ 1.

Appoint Mr Marek Furtek as a Chairman of the Ordinary General Meeting.

§ 2.

The resolution shall come into force as of its adoption.

Number of shares, under which valid votes were cast: 1 022 549 641 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 641 including:

- For: 1 022 549 641,
- Against: 0,
- Abstained: 0.

RESOLUTION No. 2

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of approval of the following documents: the Bank's financial statement for the financial year 2013, Management Board report on the activity of the Bank in the financial year 2013, the report on the activities of the Supervisory Board in 2013, covering results from assessment of the Management Board report on the activity of the Bank in the financial year 2013 and the financial statement of the Bank for the financial year 2013, and the Management Board motion 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 General Meeting approves: the Bank's financial statement for the financial year 2013, Management Board report on the activity of the Bank in the financial year 2013, the report on the activities of the Supervisory Board in 2013, covering results from assessment of the Management Board report on the activity of the Bank in the financial year 2013 and the financial statement of the Bank for the financial year 2013, and the Management Board motion regarding distribution of profit.

It has been reported opposition to the Resolution No. 2.

Number of shares, under which valid votes were cast: 1 022 549 642 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 642 including:

- For: 1 022 510 275,
- Against: 20,
- Abstained: 39 347.

RESOLUTION No. 3

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of approval of the following documents: the financial statement of the Bank Millennium S.A. Capital Group for the financial year 2013 and Management Board report on the activity of the Bank Millennium S.A. Capital Group in the financial year 2013

Pursuant to art. 395 § 5 of the Code of Commercial Companies, the General Meeting approves the financial statement of the Bank Millennium S.A. Capital Group for the financial year 2013 and Management Board report on the activity of the Bank Millennium S.A. Capital Group in the financial year 2013.

Number of shares, under which valid votes were cast: 1 022 549 642 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 642 including:

- For: 1 022 510 295,
- Against: 0,
- Abstained: 39 347.

RESOLUTION No. 4

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of discharging members of Management Board from the performance of their duties in the financial year 2013

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 General Meeting discharges Mr Bogusław Kott from the performance of his duties in the financial year 2013 - for the period from 1.01.2013 to 24.10.2013.

Number of shares, under which valid votes were cast: 1 022 549 642 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 642 including:

- For: 1 022 510 275,
- Against: 20,
- Abstained: 39 347.

RESOLUTION No. 5

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of discharging members of Management Board from the performance of their duties in the financial year 2013

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 General Meeting discharges Mr Joao Nuno Lima Bras Jorge from the performance of his duties in the financial year 2013 - for the period from 1.01.2013 to 31.12.2013.

Number of shares, under which valid votes were cast: 1 022 549 641 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 641 including:

- For: 1 022 510 294,
- Against: 0,
- Abstained: 39 347.

RESOLUTION No. 6

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of discharging members of Management Board from the performance of their duties in the financial year 2013

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 General Meeting discharges Mr Fernando Maria Cardoso Rodrigues Bicho from the performance of his duties in the financial year 2013 - for the period from 1.01.2013 to 31.12.2013.

Number of shares, under which valid votes were cast: 1 022 549 642 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 642 including:

- For: 1 022 510 295,
- Against: 0,
- Abstained: 39 347.

RESOLUTION No. 7

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of discharging members of Management Board from the performance of their duties in the financial year 2013

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 General Meeting discharges Mr Artur Klimczak from the performance of his duties in the financial year 2013 - for the period from 1.01.2013 to 31.12.2013.

Number of shares, under which valid votes were cast: 1 022 549 642 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 642 including:

- For: 1 022 510 295,
- Against: 0,
- Abstained: 39 347.

RESOLUTION No. 8

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of discharging members of Management Board from the performance of their duties in the financial year 2013

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 General Meeting discharges Ms Julianna Boniuk-Gorzelańczyk from the performance of her duties in the financial year 2013 - for the period from 1.01.2013 to 31.12.2013.

Number of shares, under which valid votes were cast: 1 022 549 642 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 642 including:

- For: 1 022 510 295,
- Against: 0,
- Abstained: 39 347.

RESOLUTION No. 9

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of discharging members of Management Board from the performance of their duties in the financial year 2013

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 General Meeting discharges Mr Wojciech Haase from the performance of his duties in the financial year 2013 - for the period from 1.01.2013 to 31.12.2013.

Number of shares, under which valid votes were cast: 1 022 549 642 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 642 including:

- For: 1 022 510 295,
- Against: 0,
- Abstained: 39 347.

RESOLUTION No. 10

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of discharging members of Management Board from the performance of their duties in the financial year 2013

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 General Meeting discharges Mr Andrzej Gliński from the performance of his duties in the financial year 2013 - for the period from 1.01.2013 to 31.12.2013.

Number of shares, under which valid votes were cast: 1 022 549 642 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 642 including:

- For: 1 022 510 295,
- Against: 0,
- Abstained: 39 347.

RESOLUTION No. 11

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of discharging members of Management Board from the performance of their duties in the financial year 2013

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 General Meeting discharges Ms Maria Jose Henriques Barreto de Matos de Campos from the performance of her duties in the financial year 2013 - for the period from 1.01.2013 to 31.12.2013.

Number of shares, under which valid votes were cast: 1 022 549 642 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 642 including:

- For: 1 022 510 295,
- Against: 0,
- Abstained: 39 347.

RESOLUTION No. 12

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of discharging members of Supervisory Board from the performance of their duties in the financial year 2013

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 General Meeting discharges Mr Bogusław Kott from the performance of his duties in the financial year 2013 - for the period from 24.10.2013 to 31.12.2013.

Number of shares, under which valid votes were cast: 1 022 549 642 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 642 including:

- For: 1 022 510 295,
- Against: 0,
- Abstained: 39 347.

RESOLUTION No. 13

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of discharging members of Supervisory Board from the performance of their duties in the financial year 2013

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 General Meeting discharges Mr Nuno Manuel da Silva Amado from the performance of his duties in the financial year 2013 - for the period from 1.01.2013 to 31.12.2013.

Number of shares, under which valid votes were cast: 1 022 549 622 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 622 including:

- For: 1 022 510 275,
- Against: 0,
- Abstained: 39 347.

RESOLUTION No. 14

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of discharging members of Supervisory Board from the performance of their duties in the financial year 2013

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 General Meeting discharges Mr Maciej Bednarkiewicz from the performance of his duties in the financial year 2013 - for the period from 1.01.2013 to 31.12.2013.

Number of shares, under which valid votes were cast: 1 022 549 508 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 508 including:

- For: 1 022 510 161,
- Against: 0,
- Abstained: 39 347.

RESOLUTION No. 15

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of discharging members of Supervisory Board from the performance of their duties in the financial year 2013

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 General Meeting discharges Mr Marek Furtek from the performance of his duties in the financial year 2013 - for the period from 1.01.2013 to 31.12.2013.

Number of shares, under which valid votes were cast: 1 022 549 641 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 641 including:

- For: 1 022 510 294,
- Against: 0,
- Abstained: 39 347.

RESOLUTION No. 16

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of discharging members of Supervisory Board from the performance of their duties in the financial year 2013

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 General Meeting discharges Mr Miguel de Campos Pereira de Braganca from the performance of his duties in the financial year 2013 - for the period from 1.01.2013 to 31.12.2013.

Number of shares, under which valid votes were cast: 1 022 549 642 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 642 including:

- For: 1 022 510 295,
- Against: 0,
- Abstained: 39 347.

RESOLUTION No. 17

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of discharging members of Supervisory Board from the performance of their duties in the financial year 2013

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 General Meeting discharges Mr Luis Maria Franca de Castro Pereira Coutinho from the performance of his duties in the financial year 2013 - for the period from 1.01.2013 to 31.12.2013.

Number of shares, under which valid votes were cast: 1 022 549 622 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 622 including:

- For: 1 022 510 275,
- Against: 0,
- Abstained: 39 347.

RESOLUTION No. 18

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of discharging members of Supervisory Board from the performance of their duties in the financial year 2013

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 General Meeting discharges Mr Grzegorz Jędryś from the performance of his duties in the financial year 2013 - for the period from 11.04.2013 to 31.12.2013.

Number of shares, under which valid votes were cast: 1 022 549 622 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 622 including:

- For: 1 022 510 275,
- Against: 0,
- Abstained: 39 347.

RESOLUTION No. 19

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of discharging members of Supervisory Board from the performance of their duties in the financial year 2013

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 General Meeting discharges Mr Andrzej Koźmiński from the performance of his duties in the financial year 2013 - for the period from 1.01.2013 to 31.12.2013.

Number of shares, under which valid votes were cast: 1 022 549 642 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 642 including:

- For: 1 022 510 295,
- Against: 0,
- Abstained: 39 347.

RESOLUTION No. 20

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of discharging members of Supervisory Board from the performance of their duties in the financial year 2013

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 General Meeting discharges Ms Maria da Conceicao Mota Soares de Oliveira Calle Lucas from the performance of her duties in the financial year 2013 - for the period from 1.01.2013 to 31.12.2013.

Number of shares, under which valid votes were cast: 1 022 549 642 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 642 including:

- For: 1 022 510 295,
- Against: 0,
- Abstained: 39 347.

RESOLUTION No. 21

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of discharging members of Supervisory Board from the performance of their duties in the financial year 2013

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 General Meeting discharges Mr Marek Rocki from the performance of his duties in the financial year 2013 - for the period from 1.01.2013 to 31.12.2013.

Number of shares, under which valid votes were cast: 1 022 549 642 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 642 including:

- For: 1 022 510 295,
- Against: 0,
- Abstained: 39 347.

RESOLUTION No. 22

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of discharging members of Supervisory Board from the performance of their duties in the financial year 2013

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 General Meeting discharges Mr Dariusz Rosati from the performance of his duties in the financial year 2013 - for the period from 1.01.2013 to 31.12.2013.

Number of shares, under which valid votes were cast: 1 022 549 642 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 642 including:

- For: 1 022 510 295,
- Against: 0,
- Abstained: 39 347.

RESOLUTION No. 23

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of discharging members of Supervisory Board from the performance of their duties in the financial year 2013

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 General Meeting discharges Mr Rui Manuel da Silva Teixeira from the performance of his duties in the financial year 2013 - for the period from 1.01.2013 to 31.12.2013.

Number of shares, under which valid votes were cast: 1 022 549 642 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 642 including:

- For: 1 022 510 295,
- Against: 0,
- Abstained: 39 347.

RESOLUTION No. 24

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of distributing of profit for the financial year 2013

Pursuant to art. 395 § 2 item 2, art. 347 and art. 348 of the Code of Commercial Companies and § 8 art. 1 item 2, § 36 and § 37 of the Bank's Articles of Association, the General Meeting resolves as follows:

1. To distribute and allocate the Bank's net profit for the financial year ending on December 31, 2013 in the amount of PLN 496,774,958.64 for:
 - a) payment of dividend – PLN 266,885,690.94,
 - b) reserve capital – PLN 229,889,267.70.
2. It resolved that:
 - a) the dividend per one share shall amount PLN 0.22 gross,
 - b) 7 May 2014 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 point b),
 - d) 21 May 2014 shall be the dividend payment day.
3. The Resolution shall come into force upon its adoption.

Number of shares, under which valid votes were cast: 1 022 549 642 shares, which constitute 84,2911 % of share capital.

Total number of valid votes cast: 1 022 549 642 including:

- For: 1 022 549 642,
- Against: 0,
- Abstained: 0.

RESOLUTION No. 25

of the Ordinary General Meeting of Bank Millennium S.A. dated 10 April 2014 in the matter of amendments to the Bank's Articles of Association

The Ordinary General Meeting, pursuant to art. 430 § 1 of the Commercial Companies Code and § 8 section 2 item 1 of the Bank's Articles of Association, adopts, as follows:

§ 1.

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

- 1) in § 5, section 2 item 14):
 - a) sub-item b/ shall be deleted,
 - b) sub-items currently marked as c/ and d/ shall be marked as b/ and c/ respectively,
- 2) in § 17 section 2:
 - a) in the initial sentence after the words: „Bank's operations” a coma shall be added followed by the following wording:
„including within the area of performance of the risk management and internal control systems, directly and via the Audit Committee and other committees of the Supervisory Board”,
 - b) item 1¹/ shall be added with the following wording:
„matters provided for by effective laws and supervisory regulations to be subject to sole authority of the bank's supervisory board.”,
- 3) in § 18:
 - a) in section 2 after the words „Audit Committee” the word „and” shall be deleted, a coma shall be placed and after the words „Personnel Committee” the words: „and Strategic Committee” shall be added,

- b) in section 6: (i) in item 4/ a dot shall be replaced by a coma, and (ii) item 5/ shall be added with the following wording: „implement tasks in the area of variable components of remuneration.”,
 - c) section 7 shall be added with the following wording:
 - „The Strategic Committee shall in particular:
 - 1/ study Macro Economy trends,
 - 2/ study new trends, developments and new solutions on banking industry,
 - 3/ analyze Bank competitive position and Benchmarking,
 - 4/ analyze and recommend long term strategy, goals and objectives for the Bank.”,
- 4) in § 45:
- a) in section 1, the numbering of section 1 shall be deleted, as well as the following words shall be deleted: „Without prejudice to Sec. 2,” and in the words: “the obligatory” the small letter “t” shall be replaced by the capital letter “T”, and after the word: „Gospodarczy” a coma shall be added, followed by the wording: „as provided for in the law,”,
 - b) section 2 shall be deleted.

§ 2.

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

§ 3.

This Resolution shall enter into force when adopted.

**Number of shares, under which valid votes were cast: 1 022 549 642 shares,
which constitute 84,2911 % of share capital.**

Total number of valid votes cast: 1 022 549 642 including:

- For: 1 022 549 642,
- Against: 0,
- Abstained: 0.