

RESOLUTION

of the Ordinary General Meeting of Bank Millennium S.A. dated 11 April 2013 in the matter of election Chairman Ordinary General Meeting

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

§ 1

Appoint for *Chairman Ordinary General Meeting* Mr Marek Furtek.

§ 2

Resolution valid from passing moment.

Number of shares, under which valid votes were cast: 999 564 294 shares, which constitute 82,3963787288 % of share capital.

Total number of valid votes cast: 999 564 494 including:

- For: 999 535 815,
- Against: 0,
- Abstained: 28 679.

RESOLUTION No. 1

of the Ordinary General Meeting of Bank Millennium S.A. dated 11 April 2013 in the matter of approval of the following documents: the Bank's financial statement for the financial year 2012, Management Board report on the activity of the Bank in the financial year 2012, the report on the activities of the Supervisory Board in 2012, covering results from assessment of the Management Board report on the activity of the Bank in the financial year 2012 and the financial statement of the Bank for the financial year 2012, 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 2012, Management Board report on the activity of the Bank in the financial year 2012, the report on the activities of the Supervisory Board in 2012, covering results from assessment of the Management Board report on the activity of the Bank in the financial year 2012 and the financial statement of the Bank for the financial year 2012, and the Management Board motion regarding distribution of profit.

Number of shares, under which valid votes were cast: 999 564 295 shares, which constitute 82,3963788112 % of share capital.

Total number of valid votes cast: 999 564 495 including:

- For: 999 535 816,
- Against: 0,
- Abstained: 28 679.

RESOLUTION No. 2

of the Ordinary General Meeting of Bank Millennium S.A. dated 11 April 2013 in the matter of approval of the following documents: the financial statement of the Bank Millennium S.A. Capital Group for the financial year 2012 and Management Board report on the activity of the Bank Millennium S.A. Capital Group in the financial year 2012

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 2012 and Management Board report on the activity of the Bank Millennium S.A. Capital Group in the financial year 2012.

Number of shares, under which valid votes were cast: 999 564 295 shares, which constitute 82,3963788112 % of share capital.

Total number of valid votes cast: 999 564 495 including:

- For: 999 373 833,
- Against: 0,
- Abstained: 190 662.

RESOLUTION No. 3

of the Ordinary General Meeting of Bank Millennium S.A. dated 11 April 2013 in the matter of discharging members of Management Board from the performance of their duties in the financial year 2012

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 members of the Management Board from the performance of their duties in the financial year 2012:

- Mr Bogusław Kott - for the period from 1.01.2012 to 31.12.2012,
- Mr Joao Nuno Lima Bras Jorge - for the period from 1.01.2012 to 31.12.2012,
- Mr Fernando Maria Cardoso Rodrigues Bicho - for the period from 1.01.2012 to 31.12.2012,
- Mr Artur Klimczak - for the period from 1.01.2012 to 31.12.2012,
- Ms Julianna Boniuk-Gorzelańczyk - for the period from 1.01.2012 to 31.12.2012,
- Mr Wojciech Haase - for the period from 1.01.2012 to 31.12.2012,
- Mr Andrzej Gliński - for the period from 1.01.2012 to 31.12.2012,
- Ms Maria Jose Henriques Barreto De Matos De Campos - for the period from 1.01.2012 to 31.12.2012.

Number of shares, under which valid votes were cast: 999 556 801 shares, which constitute 82,3957610636 % of share capital.

Total number of valid votes cast: 999 557 001 including:

- For: 999 366 339,
- Against: 0,
- Abstained: 190 662.

RESOLUTION No. 4

of the Ordinary General Meeting of Bank Millennium S.A. dated 11 April 2013 in the matter of discharging members of Supervisory Board from the performance of their duties in the financial year 2012

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 members of the Supervisory Board from the performance of their duties in the financial year 2012:

- Mr Maciej Bednarkiewicz - for the period from 1.01.2012 to 31.12.2012,
- Mr Ryszard Pospieszyński - for the period from 1.01.2012 to 20.04.2012,
- Mr Carlos Jorge Ramalho dos Santos Ferreira - for the period from 1.01.2012 to 20.04.2012,
- Mr Marek Furtek - for the period from 1.01.2012 to 31.12.2012,
- Mr Luís Maria França de Castro Pereira Coutinho - for the period from 1.01.2012 to 31.12.2012,
- Mr Vitor Manuel Lopes Fernandes - for the period from 1.01.2012 to 20.04.2012,
- Mr Andrzej Koźmiński - for the period from 1.01.2012 to 31.12.2012,
- Mr Antonio Manuel Palma Ramalho – for the period from 1.01.2012 to 20.04.2012,
- Mr Nelson Ricardo Bessa Machado - for the period from 1.01.2012 to 20.04.2012,
- Mr Marek Rocki - for the period from 1.01.2012 to 31.12.2012,
- Mr Dariusz Rosati - for the period from 1.01.2012 to 31.12.2012,
- Mr Nuno Manuel da Silva Amado - for the period from 20.04.2012 to 31.12.2012,
- Mr Miguel de Campos Pereira de Bragança - for the period from 20.04.2012 to 31.12.2012,
- Ms Maria da Conceição Mota Soares de Oliveira Callé Lucas - for the period from 20.04.2012 to 31.12.2012,
- Mr Rui Manuel da Silva Teixeira - for the period from 20.04.2012 to 31.12.2012,
- Mr Krzysztof Kwiatkowski - for the period from 20.04.2012 to 12.12.2012.

Number of shares, under which valid votes were cast: 999 490 366 shares, which constitute 82,3902846741 % of share capital.

Total number of valid votes cast: 999 490 366 including:

- For: 999 299 704,
- Against: 0,
- Abstained: 190 662.

RESOLUTION No. 5

of the Ordinary General Meeting of Bank Millennium S.A. dated 11 April 2013 in the matter of distributing of profit for the financial year 2012

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 entire Bank's net profit for the financial year ending on December 31, 2012 in the amount of PLN 450,141,024.66 to reserve capital.
2. The Resolution shall come into force upon its adoption.

Number of shares, under which valid votes were cast: 999 564 295 shares, which constitute 82,3963788112 % of share capital.

Total number of valid votes cast: 999 564 495 including:

- For: 999 535 816,
- Against: 0,
- Abstained: 28 679.

RESOLUTION No. 6

of the Ordinary General Meeting of Bank Millennium S.A. dated 11 April 2013 in the matter of amendments to the Articles of Association of the Bank

Pursuant to Art. 430 § 1 of the Code of Commercial Companies and § 8 section 2 item 1 of the Bank's Articles of Association, the Ordinary General Meeting resolves as follows:

§ 1

The following amendments shall be made to the Articles of Association of the Bank:

- 1) in § 5 section 2 item 26) shall be added to read as follows:
"provision of investment advisory services, which do not constitute brokerage activity, to the extent that does not require permission of the Polish Financial Supervision Authority.";
- 2) in § 25:
 - a) in section 1:
 - after the word "separated" the words "organisationally and" shall be added,
 - after the word "functionally" the word "and" shall be deleted,
 - after the word "stand-alone" the word "organisationally" shall be deleted,
 - after the words "in particular" the words "branches, units that operate on the principles of a branch" shall be added,
 - after the word "projects" comma shall be deleted and the word "and" shall be added;
 - b) in section 2, the second sentence shall be added to read as follows:
"In case of branches and units that operate on the principles of a branch, their structure may be also created by departments or other units."

§ 2

Pursuant to § 17 section 2 item 5 of the Articles of Association of the Bank, the Supervisory Board of the Bank shall establish uniform text of the Articles of Association that shall take into account the amendments introduced in accordance with § 1 of this Resolution.

§ 3

The Resolution shall come into force upon its adoption.

**Number of shares, under which valid votes were cast: 999 564 295 shares,
which constitute 82,3963788112 % of share capital.
Total number of valid votes cast: 999 564 495 including:
- For: 999 535 816,
- Against: 0,
- Abstained: 28 679.**

RESOLUTION No. 7

of the Ordinary General Meeting of Bank Millennium S.A. dated 11 April 2013 in the matter of supplementing the composition of the Supervisory Board

Pursuant to art. 385 § 1 of the Code of Commercial Companies and § 8 art. 2 item 4 of the Bank's Articles of Association:

§ 1

The General Meeting resolves to supplement the composition of the Supervisory Board present term of office and to elect Mr Grzegorz Jędrzyś to the Supervisory Board composition.

§ 2

The Resolution shall come into force upon its adoption.

It has been reported opposition to the Resolution No. 7.

Number of shares, under which valid votes were cast: 999 564 295 shares, which constitute 82,3963788112 % of share capital.

Total number of valid votes cast: 999 564 495 including:

- For: 847 774 798,

- Against: 17 750 178,

- Abstained: 134 039 519.