

**RESOLUTION No. 1**

*of the Ordinary General Meeting of Bank Millennium S.A. dated 31 March 2016 in the matter of election of the Chairman of the Ordinary General Meeting*

Pursuant to art. 409 § 1 of the Code of Commercial Companies and § 5 and 6 of the By-laws of the General Shareholders' Meeting, the General Meeting appoints Mr Marek Furtek as Chairperson of the Ordinary General Meeting.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 938 978,
- Against: 0,
- Abstained: 10.

**RESOLUTION No. 2**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of approving for the financial year 2015: the Bank's financial statement and Management Board's report on activity of the Bank*

Pursuant to art. 393 point 1, art. 395 § 2 point 1 of the Code of Commercial Companies and § 8 sect. 1 point 1 of the Bank's Articles of Association, the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting approves:

1/ the audited financial statement of Bank Millennium S.A. for 2015, containing:

- a/ the income statement for the period from 1 January to 31 December 2015, showing net profit in the amount of PLN 814,157 thousand;
- b/ total comprehensive income statement for the period from 1 January to 31 December 2015, showing income in the amount of PLN 945,372 thousand;
- c/ balance sheet prepared as at 31 December 2015, which on the side of assets as well as liabilities and equity shows the amount of PLN 66,065,250 thousand;
- d/ statement on changes in equity for the period from 1 January to 31 December 2015;
- e/ cash flow statement for the period from 1 January to 31 December 2015, showing a increase of net cash balance by the amount of PLN 1,452,918 thousand;
- f/ accounting policies as well as notes to the financial statement;

2/ Management Board's report on activity of the Bank in 2015;

§ 2

The Resolution shall come into force on the day of adoption.

**Number of shares, under which valid votes were cast: 947 937 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 937 988 including:**

- For: 947 500 988,
- Against: 10,
- Abstained: 436 990.

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

**RESOLUTION No. 3**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of approving the Supervisory Board report on activity in the year of 2015*

Pursuant to art. 382 § 3 of the Code of Commercial Companies and § 9 and § 17 sect. 3 of the Bank's Articles of Association as well as in connection with requirements of the "Principles of corporate governance for supervised institutions", adopted by the Polish Financial Supervision Authority on 22 July 2014 and "Good practices of the companies listed at the WSE 2016", adopted by the Supervisory Board of the WSE on 13 October 2015, the Ordinary General Meeting resolves as follows:

## § 1

The Ordinary General Meeting approves the Supervisory Board ("Board") report on activity in 2015 covering:

1. Summary of activities of the Supervisory Board ("Board") in 2015 and its committees: Audit Committee, Personnel Committee, Strategic Committee and Committee for Risk Matters, with self-assessment of the work of the Board, pursuant to the principle II.Z.10.2. of „Good practices of the companies listed at the WSE 2016” („Good practices”).
2. Report on assessment of functioning of the remuneration policy in Bank Millennium S.A., pursuant to § 28 item 3 and 4 of „Principles of corporate governance for supervised institutions” („Principles”), adopted by the Polish Financial Supervision Authority („KNF”).
3. Assessment of application of „Principles of corporate governance for supervised institutions”, adopted by KNF, pursuant to § 27 of the Principles and assessment of performance of the disclosure duties concerning „Good practices of the companies listed at the WSE 2016”, pursuant to principle II.Z.10.3. of Good practices.
4. Report on assessment of reasonableness of sponsoring, charitable or other activity of similar character, conducted by Bank Millennium S.A., pursuant to principle II.Z.10.4. of Good practices.
5. Report on assessment of the Management Board reports on activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group as well as financial statements of Bank Millennium S.A. and Bank Millennium S.A. Capital Group for the financial year 2015, as well as the Management Board's motion regarding distribution of profits for the financial year 2015, pursuant to art. 382 § 3 of the Code of Commercial Companies.
6. Concise assessment of Bank Millennium S.A. situation in the year 2015, including assessment of performance of the internal control system, the risk management system, compliance and function of the internal audit, pursuant to principle II.Z.10.1. of Good practices.

## § 2

The Resolution shall come into force on the day of adoption.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 946 768 936,
- Against: 10,
- Abstained: 1 170 042.

**It has been reported opposition to the Resolution No. 3**

### **RESOLUTION No. 4**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of approving for the financial year 2015: the financial statement of the Bank Millennium S.A. Capital Group as well as the Management Board report on the activity of the Bank Millennium S.A. Capital Group*

Pursuant to art. 395 § 5 of the Code of Commercial Companies, the Ordinary General Meeting resolves as follows:

## § 1

The Ordinary General Meeting approves:

- 1/ the audited financial statements of the Bank Millennium S.A. Capital Group 2015, containing:
  - a/ the consolidated income statement for the period from 1 January to 31 December 2015, showing net profit in the amount of PLN 546,525 thousand;
  - b/ consolidated total comprehensive income statement for the period from 1 January to 31 December 2015, showing income in the amount of PLN 677,686 thousand;
  - c/ consolidated balance sheet prepared as at 31 December 2015, which on the side of assets as well as liabilities and equity shows the amount of PLN 66,235,256 thousand;
  - d/ statement on changes in consolidated equity for the period from 1 January to 31 December 2015;
  - e/ consolidated cash flow statement for the period from 1 January to 31 December 2015, showing an increase of net cash balance by the amount of PLN 1,452,691 thousand;
  - f/ accounting policies as well as notes to the consolidated financial statement;
- 2/ Management Board report on the activity of the Bank Millennium S.A. Capital Group in 2015.

## § 2

The Resolution shall come into force on the day of adoption.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 501 988,
- Against: 10,
- Abstained: 436 990.

**It has been reported opposition to the Resolution No. 4**

#### **RESOLUTION No. 5**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of distributing of profit for the financial year 2015*

Pursuant to art. 395 § 2 item 2 and art. 347 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 allocate the Bank's net profit for the financial year ending on December 31, 2015 in the amount of PLN 814,157,477.61 for reserve capital.
2. The Resolution shall come into force as of the day of its adoption.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 938 978,
- Against: 10,
- Abstained: 0.

**It has been reported opposition to the Resolution No. 5**

#### **RESOLUTION No. 6**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Mr Joao Nuno Lima Bras Jorge - Chairman of the Management Board from the performance of the duties in the financial year 2015*

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 - Chairman of the Management Board from the performance of the duties for the period from 1.01.2015 to 31.12.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 420 325,
- Against: 10,
- Abstained: 518 653.

**It has been reported opposition to the Resolution No. 6**

#### **RESOLUTION No. 7**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Mr Fernando Maria Cardoso Rodrigues Bicho – Deputy Chairman of the Management Board from the performance of the duties in the financial year 2015*

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 – Deputy Chairman of the Management Board from the performance of the duties for the period from 1.01.2015 to 31.12.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 420 325,
- Against: 10,
- Abstained: 518 653.

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

### **RESOLUTION No. 8**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Mr Artur Klimczak – Deputy Chairman of the Management Board from the performance of the duties in the financial year 2015*

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 – Deputy Chairman of the Management Board from the performance of the duties for the period from 1.01.2015 to 24.04.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 308 525,
- Against: 10,
- Abstained: 630 453.

**It has been reported opposition to the Resolution No. 8**

### **RESOLUTION No. 9**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Ms Julianna Boniuk-Gorzelańczyk – Member of the Management Board from the performance of the duties in the financial year 2015*

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 – Member of the Management Board from the performance of the duties for the period from 1.01.2015 to 21.05.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 420 325,
- Against: 10,
- Abstained: 518 653.

**It has been reported opposition to the Resolution No. 9**

### **RESOLUTION No. 10**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Mr Wojciech Haase – Member of the Management Board from the performance of the duties in the financial year 2015*

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 – Member of the Management Board from the performance of the duties for the period from 1.01.2015 to 31.12.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 420 325,
- Against: 10,
- Abstained: 518 653.

**It has been reported opposition to the Resolution No. 10**

### **RESOLUTION No. 11**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Mr Andrzej Gliński – Member of the Management Board from the performance of the duties in the financial year 2015*

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 – Member of the Management Board from the performance of the duties for the period from 1.01.2015 to 31.12.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 420 325,
- Against: 10,
- Abstained: 518 653.

**It has been reported opposition to the Resolution No. 11**

#### **RESOLUTION No. 12**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Ms Maria Jose Henriques Barreto De Matos De Campos – Member of the Management Board from the performance of the duties in the financial year 2015*

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 – Member of the Management Board from the performance of the duties for the period from 1.01.2015 to 31.12.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 420 325,
- Against: 10,
- Abstained: 518 653.

**It has been reported opposition to the Resolution No. 12**

#### **RESOLUTION No. 13**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Mr Michał Gajewski – Member of the Management Board from the performance of the duties in the financial year 2015*

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 Michał Gajewski – Member of the Management Board from the performance of the duties for the period from 24.04.2015 to 31.12.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 420 325,
- Against: 10,
- Abstained: 518 653.

**It has been reported opposition to the Resolution No. 13**

#### **RESOLUTION No. 14**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Mr Bogusław Kott - Chairman of the Supervisory Board from the performance of the duties in the financial year 2015*

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 - Chairman of the Supervisory Board from the performance of the duties for the period from 1.01.2015 to 31.12.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 419 525,
- Against: 10,
- Abstained: 519 453.

**It has been reported opposition to the Resolution No. 14**

#### **RESOLUTION No. 15**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Mr Nuno Manuel da Silva Amado – Deputy Chairman of the Supervisory Board from the performance of the duties in the financial year 2015*

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 – Deputy Chairman of the Supervisory Board from the performance of the duties for the period from 1.01.2015 to 31.12.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 420 325,
- Against: 10,
- Abstained: 518 653.

**It has been reported opposition to the Resolution No. 15**

#### **RESOLUTION No. 16**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Mr Maciej Bednarkiewicz – Deputy Chairman of the Supervisory Board from the performance of the duties in the financial year 2015*

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 – Deputy Chairman of the Supervisory Board from the performance of the duties for the period from 1.01.2015 to 21.05.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 420 325,
- Against: 10,
- Abstained: 518 653.

**It has been reported opposition to the Resolution No. 16**

#### **RESOLUTION No. 17**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Mr Marek Furtek – Member and Secretary of the Supervisory Board from the performance of the duties in the financial year 2015*

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 – Member and Secretary of the Supervisory Board from the performance of the duties for the period from 1.01.2015 to 21.05.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 413 780,
- Against: 10,
- Abstained: 525 198.

**It has been reported opposition to the Resolution No. 17**

### **RESOLUTION No. 18**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Mr Miguel de Campos Pereira de Bragança – Member of the Supervisory Board from the performance of the duties in the financial year 2015*

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 Bragança – Member of the Supervisory Board from the performance of the duties for the period from 1.01.2015 to 31.12.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 420 324,
- Against: 11,
- Abstained: 518 653.

**It has been reported opposition to the Resolution No. 18**

### **RESOLUTION No. 19**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Mr Luís Maria França Castro Pereira Coutinho – Member of the Supervisory Board from the performance of the duties in the financial year 2015*

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 Luís Maria França Castro Pereira Coutinho – Member of the Supervisory Board from the performance of the duties for the period from 1.01.2015 to 21.05.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 420 325,
- Against: 10,
- Abstained: 518 653.

**It has been reported opposition to the Resolution No. 19**

### **RESOLUTION No. 20**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Mr Grzegorz Jędryś – Member of the Supervisory Board from the performance of the duties in the financial year 2015*

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 – Member of the Supervisory Board from the performance of the duties for the period from 1.01.2015 to 31.12.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 413 780,
- Against: 10,
- Abstained: 525 198.

**It has been reported opposition to the Resolution No. 20**

### **RESOLUTION No. 21**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Mr Andrzej Koźmiński – Member of the Supervisory Board from the performance of the duties in the financial year 2015*

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 – Member of

the Supervisory Board from the performance of the duties for the period from 1.01.2015 to 31.12.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 413 780,
- Against: 10,
- Abstained: 525 198.

**It has been reported opposition to the Resolution No. 21**

#### **RESOLUTION No. 22**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Ms Maria da Conceição Mota Soares de Oliveira Callé Lucas – Member of the Supervisory Board from the performance of the duties in the financial year 2015*

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 Conceição Mota Soares de Oliveira Callé Lucas – Member of the Supervisory Board from the performance of the duties for the period from 1.01.2015 to 21.05.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 420 325,
- Against: 10,
- Abstained: 518 653.

**It has been reported opposition to the Resolution No. 22**

#### **RESOLUTION No. 23**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Mr Marek Rocki – Member of the Supervisory Board from the performance of the duties in the financial year 2015*

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 – Member of the Supervisory Board from the performance of the duties for the period from 1.01.2015 to 21.05.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 413 780,
- Against: 10,
- Abstained: 525 198.

**It has been reported opposition to the Resolution No. 23**

#### **RESOLUTION No. 24**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Mr Dariusz Rosati – Deputy Chairman and Secretary of the Supervisory Board from the performance of the duties in the financial year 2015*

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 – Deputy Chairman and Secretary of the Supervisory Board from the performance of the duties for the period from 1.01.2015 to 31.12.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 413 780,
- Against: 10,
- Abstained: 525 198.

**It has been reported opposition to the Resolution No. 24**



### **RESOLUTION No. 25**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Mr Rui Manuel da Silva Teixeira – Member of the Supervisory Board from the performance of the duties in the financial year 2015*

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 – Member of the Supervisory Board from the performance of the duties for the period from 1.01.2015 to 31.12.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 420 325,
- Against: 10,
- Abstained: 518 653.

**It has been reported opposition to the Resolution No. 25**

### **RESOLUTION No. 26**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Ms Julianna Boniuk-Gorzelańczyk – Member of the Supervisory Board from the performance of the duties in the financial year 2015*

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 – Member of the Supervisory Board from the performance of the duties for the period from 21.05.2015 to 31.12.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 420 325,
- Against: 10,
- Abstained: 518 653.

**It has been reported opposition to the Resolution No. 26**

### **RESOLUTION No. 27**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Ms Agnieszka Hryniewicz-Bieniek – Member of the Supervisory Board from the performance of the duties in the financial year 2015*

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 Agnieszka Hryniewicz-Bieniek – Member of the Supervisory Board from the performance of the duties for the period from 21.05.2015 to 31.12.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

- For: 947 413 780,
- Against: 10,
- Abstained: 525 198.

**It has been reported opposition to the Resolution No. 27**

### **RESOLUTION No. 28**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Ms Anna Jakubowski – Member of the Supervisory Board from the performance of the duties in the financial year 2015*

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 Anna Jakubowski – Member of the Supervisory Board from the performance of the duties for the period from 21.05.2015 to 31.12.2015.

**Number of shares, under which valid votes were cast: 940 349 558 shares, which constitute 77,5152% of share capital.**

**Total number of valid votes cast: 940 350 158 including:**

**- For: 939 831 495,**

**- Against: 10,**

**- Abstained: 518 653.**

**It has been reported opposition to the Resolution No. 28**

#### **RESOLUTION No. 29**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Mr David H. Klingensmith – Member of the Supervisory Board from the performance of the duties in the financial year 2015*

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 David H. Klingensmith – Member of the Supervisory Board from the performance of the duties for the period from 21.05.2015 to 31.12.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

**- For: 947 413 780,**

**- Against: 10,**

**- Abstained: 525 198.**

**It has been reported opposition to the Resolution No. 29**

#### **RESOLUTION No. 30**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 in the matter of discharging Mr Miguel Maya Dias Pinheiro – Member of the Supervisory Board from the performance of the duties in the financial year 2015*

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 Maya Dias Pinheiro – Member of the Supervisory Board from the performance of the duties for the period from 21.05.2015 to 31.12.2015.

**Number of shares, under which valid votes were cast: 947 938 388 shares, which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 988 including:**

**- For: 947 420 325,**

**- Against: 10,**

**- Abstained: 518 653.**

**It has been reported opposition to the Resolution No. 30**

#### **RESOLUTION No. 31**

*of the Ordinary General Meeting of Bank Millennium S.A. of 31 March 2016 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/ adding in § 5 section 6 in the wording:

“6. The Bank may perform activities defined in the Act on State Assistance in Raising Children, related to:

a/ filing by electronic means with use of the IT system of requests to ascertain rights to child raising benefits and attachments to such requests,

b/ delivering to the Polish Social Insurance Institution, on client's request, data necessary for

authentication, which make it possible to set up an account in the IT system provided by the Polish Social Insurance Institution.";

2/ giving to § 17 section 1 the wording:

„1. The Supervisory Board shall specify the number of members of the Management Board and shall appoint and dismiss the Chairman, Deputy Chairmen and members of the Management Board, and shall also define their remuneration and approve the internal division of powers within the Management Board as defined by the Management Board.”;

3/ giving to § 18 section 2 the wording:

"2. Permanent committees of the Supervisory Board are: Audit Committee, Personnel Committee, Strategic Committee and Committee for Risk Matters.";

4/ adding in § 18 section 6 of item 6 in the wording:

"6/ give an opinion on and monitor the remuneration policy and shall support the Bank's bodies as regards shaping and implementing this policy.";

5/ adding in § 18 section 8 in the wording:

"8. The powers of the Committee for Risk Matters comprise tasks indicated for such committee in the Banking Law as well as assigned to it in other legal regulations binding banks and in supervisory recommendations implemented by the Bank."

6/ giving to § 21 section 2 the wording:

"2. The powers of the Management Board shall include all matters not reserved for other corporate bodies of the Bank. Subject to provisions of Sec. 3, the powers of specific Members of the Management Board shall be stipulated in a Resolution of the Management Board in the matter of internal division of powers between Members of the Management Board.";

7/ giving to § 21 section 3 the wording:

"3. The Chairman of the Management Board or the Deputy Chairman or other designated member of the Management Board acting in lieu of him, shall manage the Management Board operations. The Chairman of the Management Board shall supervise the work of internal control unit and other organizational units of the Bank which are within his powers stipulated in the resolution referred to in Sec. 2. The powers of a Management Board member occupying the dedicated position of the member of the Management Board supervising management of the risk material in the Bank's activity who is appointed with the consent of Polish Financial Supervision Authority shall encompass the supervision of organisational units of the Bank effecting tasks in the area of risk management. Supervision over other organisational units of the Bank shall be entrusted subject to restrictions stemming from the law.";

8/ giving to § 26 section 1 the wording:

"1. On the basis of the fundamental organisational structure approved by the Supervisory Board, in the Organisational By-laws being adopted the Management Board shall define the detailed organisational chart of the Bank, as well as aims and the scope of operations of its organisational units. The internal structure and detailed scope of tasks of organisational units of the Bank shall be stipulated in internal organisational by-laws of these units. The decision to set up or eliminate an organisational unit shall be adopted by the Management Board in the form of a resolution.";

9/ giving to § 34 the wording:

„The following constitute the Bank's own funds:

a/ paid-up and registered share capital,

b/ supplementary capital,

c/ reserve capitals,

d/ general risk fund for unidentified risk of banking operations,

e/ retained profit from previous years,

f/ special funds allowed by law as stipulated in the Articles of Association.”

## § 2

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

## § 3

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

**Number of shares, under which valid votes were cast: 947 937 988 shares,  
which constitute 78,1407% of share capital.**

**Total number of valid votes cast: 947 938 188 including:**

**- For: 922 938 178,**

**- Against: 0,**

**- Abstained: 25 000 010.**