

ORDINARY GENERAL MEETING OF BANK MILLENNIUM S.A.
CONVENED FOR 26 MARCH 2018
FORM OF PROXY

I, the undersigned,

Name and surname:

Company:

Title:

Address:

and

Name and surname:

Company:

Title:

Address:

hereby declare that (*Shareholder's name and surname / business name*) (the "**Shareholder**") holds (*number*) of ordinary bearer shares in Bank Millennium S.A., with its registered office in Warsaw (the "**Bank**")

and I/we hereby authorize:

Mr/Ms (<i>name of person</i>), holder of passport / identity card / other official identity document (the " Proxy ")

To represent the Shareholder at the Ordinary General Meeting to be held at 9.30 a.m. on 26 March 2018 at the registered office of the Bank (i.e. ul. Stanistawa Żaryna 2A, 02-593 Warsaw) (the "Ordinary General Meeting"), and in particular to participate in and speak during the Ordinary General Meeting, to sign a list of attendees and to vote on behalf of the Shareholder [in accordance with the voting instructions attached here in below / at the Proxy's discretion]¹.

I understand and accept the technical risks connected with forwarding this form via the Internet, including, in particular, the risk of damage, breakdown or faulty operation of IT systems or connections via the Internet which may cause disruption, suspension or interruption of the transmission when forwarding this form.

(signature)

Place:

Date:

(signature)

Place:

Date:

¹ Strike out whichever does not apply.

IMPORTANT INFORMATION:

Identification of Shareholder

In order to identify the Shareholder who grants the power of attorney the following should be attached to this power of attorney:

- (i) if the Shareholder is an individual, a copy of the identification card, passport or other official document confirming the Shareholder's identity; or
- (ii) if the Shareholder is not an individual, a copy of an extract from the relevant register or other document confirming the authority of one or several individuals to represent the Shareholder at the Ordinary General Meeting (e.g. uninterrupted sequence of powers of attorney).

In the event of doubt as to the authenticity of the copies of the above-mentioned documents, the right shall be reserved to demand that the Proxy present the following at the time of making the attendance register:

- (i) when a Shareholder is a natural person, a copy of the ID card, passport or another official identity document of the Shareholder certified to be true by a notary or another entity entitled to certify copies to be true; or
- (ii) when a Shareholder is not a natural person, an original or a copy of the extract from the relevant register or another document confirming the power of a natural person (or natural persons) to represent the Shareholder at the General Meeting (e.g. continuous sequence of powers of Proxy) certified to be true by a notary or another entity entitled to certify copies to be true.

Identification of Proxy

For the purposes of identification of the Proxy the right shall be reserved to demand that the Proxy present during the preparation of the attendance list the following documents:

- (i) when a Proxy is a natural person, an ID card, a passport or another official identity document of the Proxy; or
- (ii) when a Proxy is not a natural person, an original or a copy of the extract from the relevant register or another document confirming the power of the natural person (natural persons) to represent the Proxy at the General Meeting (e.g. a continuous sequence of powers of Proxy) certified to be true by a notary or another entity entitled to certify copies to be true.

PLEASE NOTE THAT IN THE EVENT OF ANY DISCREPANCIES BETWEEN THE SHAREHOLDER DATA STATED IN THE POWER OF ATTORNEY AND THE DATA ON THE LIST OF SHAREHOLDERS, PROXY ACTING ON BEHALF OF THE SHAREHOLDER MAY NOT BE ADMITTED TO PARTICIPATE IN THE ORDINARY GENERAL MEETING.

PLEASE NOTE FURTHER THAT A PROXY MAY ALSO BE GRANTED IN FORM OTHER THAN THAT PROVIDED ABOVE.

INSTRUCTIONS ON HOW TO EXERCISE VOTING RIGHTS VIA A PROXY

The Ordinary General Meeting of Bank Millennium S.A., with its registered office in Warsaw, is to be held at 9.30 a.m. on 26 March 2018 at the registered office of the Bank (i.e. ul. Stanisława Żaryna 2A, 02-593 Warsaw).

POINT 3 ON THE AGENDA - Passing of a Resolution in the matter of election of the Chairperson of the General Meeting (Resolution No. 1). (Draft resolution - Schedule No. 1)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 7 ON THE AGENDA - Passing of a Resolution in the matter of approving for the financial year 2017: the Bank Millennium S.A. financial statement and the Management Board's joint report on activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group (Resolution No. 2). (Draft resolution - Schedule No. 2)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 7 ON THE AGENDA - Passing of a Resolution in the matter of approving the financial statement of Bank Millennium S.A. Capital Group for the financial year 2017 (Resolution No. 3). (Draft resolution - Schedule No. 3)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 7 ON THE AGENDA - Passing of a Resolution in the matter of approving the Supervisory Board of Bank Millennium S.A. report on activity in the year of 2017 and assessment of remuneration policy in Bank Millennium S.A. (Resolution No. 4). (Draft resolution - Schedule No. 4)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:

<input type="checkbox"/> Other:

POINT 8 ON THE AGENDA - Passing of a Resolution in the matter of distributing of profit for the financial year 2017 (Resolution No. 5). (Draft resolution - Schedule No. 5)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 9 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Joao Nuno Lima Bras Jorge - Chairman of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017 (Resolution No. 6). (Draft resolution - Schedule No. 6)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 9 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Fernando Maria Cardoso Rodrigues Bicho – Deputy Chairman of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017 (Resolution No. 7). (Draft resolution - Schedule No. 7)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 9 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Wojciech Haase – Member of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017 (Resolution No. 8). (Draft resolution - Schedule No. 8)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 9 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Andrzej Gliński – Member of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017 (Resolution No. 9). (Draft resolution - Schedule No. 9)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 9 ON THE AGENDA - Passing of a Resolution in the matter of discharging Ms Maria Jose Henriques Barreto De Matos De Campos - Member of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017 (Resolution No. 10). (Draft resolution - Schedule No. 10)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 9 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Wojciech Rybak – Member of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017 (Resolution No. 11). (Draft resolution - Schedule No. 11)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 9 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Bogusław Kott - Chairman of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017 (Resolution No. 12). (Draft resolution - Schedule No. 12)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 9 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Nuno Manuel da Silva Amado – Deputy Chairman of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017 (Resolution No. 13). (Draft resolution - Schedule No. 13)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 9 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Dariusz Rosati – Deputy Chairman and Secretary of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017 (Resolution No. 14) (Draft resolution - Schedule No. 14)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 9 ON THE AGENDA - Passing of a Resolution in the matter of discharging Ms Julianna Boniuk-Gorzelańczyk – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017 (Resolution No. 15). (Draft resolution - Schedule No. 15)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 9 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Miguel de Campos Pereira de Bragança – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017 (Resolution No. 16). (Draft resolution - Schedule No. 16)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 9 ON THE AGENDA - Passing of a Resolution in the matter of discharging Ms Agnieszka Hryniewicz-Bieniek – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017 (Resolution No. 17). (Draft resolution - Schedule No. 17)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 9 ON THE AGENDA - Passing of a Resolution in the matter of discharging Ms Anna Jakubowski – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017 (Resolution No. 18). (Draft resolution - Schedule No. 18)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 9 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Grzegorz Jędryś – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017 (Resolution No. 19). (Draft resolution - Schedule No. 19)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 9 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr David H. Klingensmith – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017 (Resolution No. 20). (Draft resolution - Schedule No. 20)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 9 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Andrzej Koźmiński – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017 (Resolution No. 21). (Draft resolution - Schedule No. 21)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 9 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Miguel Maya Dias Pinheiro – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017 (Resolution No. 22). (Draft resolution - Schedule No. 22)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 9 ON THE AGENDA - Passing of a Resolution in the matter of discharging Mr Rui Manuel da Silva Teixeira – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017 (Resolution No. 23). (Draft resolution - Schedule No. 23)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 10 ON THE AGENDA - Passing of a Resolution in the matter of amendments to the Bank Millennium S.A. Articles of Association (Resolution No. 24). (Draft resolution - Schedule No. 24)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 11 ON THE AGENDA - Passing of a Resolution in the matter of determining of the number of Members of Bank Millennium S.A. Supervisory Board (Resolution No. 25). (Draft resolution - Schedule No. 25)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

POINT 11 ON THE AGENDA - Passing of a Resolution in the matter of electing of the Members of Bank Millennium S.A. Supervisory Board (Resolution No. 26). (Draft resolution - Schedule No. 26)			
<input type="checkbox"/> In favor Number of shares:	<input type="checkbox"/> Against <input type="checkbox"/> Placing an objection Number of shares:	<input type="checkbox"/> Abstaining Number of shares:	<input type="checkbox"/> At the Proxy's discretion Number of shares:
<input type="checkbox"/> Other:			

EXPLANATIONS

The Shareholders are requested to issue instructions by placing an "X" in the relevant field. If the field "other" is marked, the Shareholders are requested to provide in that field detailed instructions concerning the exercise of voting rights by the proxy.

If a Shareholder resolves to vote differently with respect to some of its shares than with other of its shares, such Shareholder is requested to designate in the relevant fields the number of shares which are to be voted "in favor", "against" or which are to "abstain". If the number of shares is not indicated, the proxy shall be deemed to be authorized to vote in the manner as stated in the instructions with respect to all the shares held by the Shareholder.

The draft resolutions which are proposed to be adopted with regard to the specific points on the agenda are attached as schedules to these instructions.

Please note that the draft resolutions attached to these instruction may differ from the draft resolutions submitted to a vote at the Ordinary General Meeting. To avoid any doubt as to the manner in which the proxy is supposed to vote in such an event, please specify in the field "other" the manner in which the proxy is to act in such circumstances.

Translation from Polish language

DRAFT

RESOLUTION No. 1

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

dated 26 March 2018

in the matter of election of the Chairperson of the 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 of Bank Millennium S.A., the Ordinary General Meeting appoints Mr/Ms..... as Chairperson of the Ordinary General Meeting.

Schedule No. 2 to Instructions on how to exercise voting rights via proxy

Translation from Polish language

DRAFT

RESOLUTION No. 2

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

of 26 March 2018

in the matter of approving for the financial year 2017: the Bank Millennium S.A. financial statement and the Management Board's joint report on activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group

Pursuant to art. 393 point 1, art. 395 § 2 point 1 and § 5 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 2017, containing:

- a/ the income statement for the period from 1 January to 31 December 2017, showing net profit in the amount of PLN 648 945 thousand;
- b/ total comprehensive income statement for the period from 1 January to 31 December 2017, showing income in the amount of PLN 799 044 thousand;
- c/ balance sheet prepared as at 31 December 2017, which on the side of assets as well as liabilities and equity shows the amount of PLN 70 637 034 thousand;
- d/ statement on changes in equity for the period from 1 January to 31 December 2017;
- e/ cash flow statement for the period from 1 January to 31 December 2017, showing an increase of net cash balance by the amount of PLN 3 026 270 thousand;
- f/ accounting policies as well as notes to the financial statement;

2/ the Management Board's joint report on activity of Bank Millennium S.A. and Bank Millennium S.A. Capital Group in 2017.

§ 2

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

RESOLUTION No. 3

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

of 26 March 2018

*in the matter of approving the financial statement of Bank Millennium S.A. Capital Group
for the financial year 2017*

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

§ 1

The Ordinary General Meeting approves the audited financial statements of the Bank Millennium S.A. Capital Group for the year 2017, containing:

- a/ the consolidated income statement for the period from 1 January to 31 December 2017, showing net profit in the amount of PLN 681 227 thousand;
- b/ consolidated total comprehensive income statement for the period from 1 January to 31 December 2017, showing income in the amount of PLN 831 394 thousand;
- c/ consolidated balance sheet prepared as at 31 December 2017, which on the side of assets as well as liabilities and equity shows the amount of PLN 71 141 415 thousand;
- d/ statement on changes in consolidated equity for the period from 1 January to 31 December 2017;
- e/ consolidated cash flow statement for the period from 1 January to 31 December 2017, showing an increase of net cash balance by the amount of PLN 3 026 270 thousand;
- f/ accounting policies as well as notes to the consolidated financial statement;

§ 2

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

RESOLUTION No. 4

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

of 26 March 2018

in the matter of approving the Supervisory Board of Bank Millennium S.A. report on activity in the year of 2017 and assessment of the remuneration policy in Bank Millennium S.A.

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 („Principles”) and "Good practices of the companies listed at the WSE 2016", adopted by the Supervisory Board of the WSE on 13 October 2015 („Good Practices”), the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting:

I. approves the Supervisory Board of Bank Millennium S.A. (“Board”) report on activity in 2017 covering:

1. Summary of activities of the Board in 2017 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”.
2. Report on assessment of functioning of the remuneration policy in the Bank, pursuant to § 28 item 3 and 4 the Principles.
3. Assessment of application of the Principles, pursuant to § 27 of the Principles and assessment of performance of the disclosure duties, 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 the Bank, pursuant to principle II.Z.10.4. of Good Practices.
5. Report on assessment of the Management Board's joint report on activity of the Bank Millennium S.A. and Bank Millennium S.A. Capital Group as well as financial statements of the Bank Millennium S.A. and Bank Millennium S.A. Capital Group for the financial year 2017, as well as the Management Board's motion regarding distribution of profits for the financial year 2017, pursuant to art. 382 § 3 of the Code of Commercial Companies.
6. Assessment of the Bank Millennium S.A. situation in the year 2017, 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.

II. concludes, pursuant to requirements of Principles, based on information contained in the report of the Management Board on Bank Millennium S.A. Capital Group of the activity in 2017 and on the assessment contained in the Supervisory Board of Bank Millennium S.A. report, mentioned in § 1 item I hereof, that the remuneration policy applied in the Bank Millennium S.A. contributes to the development and security of the Bank's activity.

§ 2

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

RESOLUTION No. 5

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

of 26 March 2018

in the matter of distributing of profit for the financial year 2017

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 Ordinary General Meeting resolves as follows:

1. To allocate net profit of Bank Millennium S.A. for the financial year ending on 31 December 2017 amounting to PLN 648 945 143,38 in whole for reserve capital.
2. The Resolution shall come into force on the day of its adoption.

RESOLUTION No. 6

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

of 26 March 2018

in the matter of discharging Mr Joao Nuno Lima Bras Jorge - Chairman of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017

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 Mr Joao Nuno Lima Bras Jorge - Chairman of the Management Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2017 to 31.12.2017.

RESOLUTION No. 7

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

of 26 March 2018

in the matter of discharging Mr Fernando Maria Cardoso Rodrigues Bicho – Deputy Chairman of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017

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 Mr Fernando Maria Cardoso Rodrigues Bicho – Deputy Chairman of the Management Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2017 to 31.12.2017.

RESOLUTION No. 8

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

of 26 March 2018

in the matter of discharging Mr Wojciech Haase – Member of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017

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 Mr Wojciech Haase – Member of the Management Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2017 to 31.12.2017.

RESOLUTION No. 9

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

of 26 March 2018

in the matter of discharging Mr Andrzej Gliński – Member of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017

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 Mr Andrzej Gliński – Member of the Management Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2017 to 31.12.2017.

RESOLUTION No. 10

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

of 26 March 2018

in the matter of discharging Ms Maria Jose Henriques Barreto De Matos De Campos – Member of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017

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 Ms Maria Jose Henriques Barreto De Matos De Campos – Member of the Management Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2017 to 31.12.2017.

RESOLUTION No. 11

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

of 26 March 2018

in the matter of discharging Mr Wojciech Rybak – Member of the Management Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017

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 Mr Wojciech Rybak – Member of the Management Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2017 to 31.12.2017.

RESOLUTION No. 12

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

of 26 March 2018

in the matter of discharging Mr Bogusław Kott - Chairman of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017

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 Mr Bogusław Kott - Chairman of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2017 to 31.12.2017.

RESOLUTION No. 13

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

of 26 March 2018

in the matter of discharging Mr Nuno Manuel da Silva Amado – Deputy Chairman of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017

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 Mr Nuno Manuel da Silva Amado – Deputy Chairman of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2017 to 31.12.2017.

RESOLUTION No. 14

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

of 26 March 2018

*in the matter of discharging Mr Dariusz Rosati – Deputy Chairman and Secretary
of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year
2017*

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 Mr Dariusz Rosati – Deputy Chairman and Secretary of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2017 to 31.12.2017.

RESOLUTION No. 15

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

of 26 March 2018

*in the matter of discharging Ms Julianna Boniuk-Gorzelańczyk – Member of the Supervisory Board of
Bank Millennium S.A. from the performance of the duties in the financial year 2017*

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 Ms Julianna Boniuk-Gorzelańczyk – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2017 to 31.12.2017.

RESOLUTION No. 16

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

of 26 March 2018

*in the matter of discharging Mr Miguel de Campos Pereira de Bragança – Member of the Supervisory
Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017*

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 Mr Miguel de Campos Pereira de Bragança – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2017 to 31.12.2017.

RESOLUTION No. 17

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

of 26 March 2018

in the matter of discharging Ms Agnieszka Hryniewicz-Bieniek – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017

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 Ms Agnieszka Hryniewicz-Bieniek – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2017 to 31.12.2017.

RESOLUTION No. 18

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

of 26 March 2018

in the matter of discharging Ms Anna Jakubowski – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017

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 Ms Anna Jakubowski – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2017 to 31.12.2017.

RESOLUTION No. 19

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

of 26 March 2018

in the matter of discharging Mr Grzegorz Jędryś – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017

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 Mr Grzegorz Jędryś – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2017 to 31.12.2017.

RESOLUTION No. 20

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

of 26 March 2018

in the matter of discharging Mr David H. Klingensmith – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017

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 Mr David H. Klingensmith – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2017 to 31.03.2017.

RESOLUTION No. 21

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

of 26 March 2018

in the matter of discharging Mr Andrzej Koźmiński – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017

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 Mr Andrzej Koźmiński – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2017 to 31.12.2017.

RESOLUTION No. 22

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

of 26 March 2018

in the matter of discharging Mr Miguel Maya Dias Pinheiro – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017

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 Mr Miguel Maya Dias Pinheiro – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2017 to 31.12.2017.

RESOLUTION No. 23

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

of 26 March 2018

in the matter of discharging Mr Rui Manuel da Silva Teixeira – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties in the financial year 2017

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 Mr Rui Manuel da Silva Teixeira – Member of the Supervisory Board of Bank Millennium S.A. from the performance of the duties for the period from 1.01.2017 to 31.12.2017.

RESOLUTION No. 24

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

of 26 March 2018

in the matter of amendments to the Bank Millennium S.A. Articles of Association

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

§ 1

In the Articles of Association of the Bank the following changes shall be introduced:

1/ Sect. 3 in § 18 shall read:

"3. Most members of the Audit Committee, including its Chairman, shall be independent. The members of the Committee shall have knowledge and skills in the field of the financial sector and at least one Committee member shall have knowledge and skills in accounting or auditing of financial statements.";

2/ Sect. 5 in § 18 shall read:

"5. The Audit Committee shall exercise control to the extent permitted by law, in particular:

- 1/ present to the Supervisory Board a recommendation of the audit firm to be selected, permanently monitor the activities of the Bank's chartered auditor and audit firm, and control, as well as issue evaluations as to their independence and other relations with the Bank,
- 2/ prepare a policy and procedure of selecting the audit firm and conditions of providing non-audit services by such firm and its related entities,
- 3/ monitor on a permanent basis the effectiveness of internal control and risk management systems, and systems and processes of financial reporting,
- 4/ evaluate and monitor control systems, including the reception and processing of complaints and related doubts, reported by employees or identified independently,
- 5/ request the Supervisory Board to apply to the Management Board for funds or other means of any other nature necessary for conducting of activities by the Audit Committee,

- 6/ as a result of performed activities - propose to the Supervisory Board to request the Management Board to apply such measures or amendments as the Audit Committee may deem pertinent, whereas the Audit Committee take steps to acquire independent counselling, if necessary,
- 7/ approve its own internal regulations.”;

3/ in § 21 in sect. 3 the words: “internal control” are replaced by words: “internal audit”;

4/ the title of chapter IV. shall read:

“IV. Bank’s Organisation. Internal control system”;

5/ § 27 shall read:

- “1. The Management Board shall design, implement and ensure the functioning of an adequate and effective internal control system in all organisational units of the Bank.
2. The purpose of the Bank’s internal control system is to ensure the effectiveness and efficiency of the Bank’s operations, reliability of its financial reporting, observance of the risk management principles and compliance of the Bank’s operations with legal provisions, internal regulations and market standards.
3. As part of the internal control system the Bank has a separate:
 - 1/ control function assigned to the Bank’s organisational units tasked with ensuring the observance of control mechanisms concerning, in particular, risk management at the Bank,
 - 2/ compliance unit tasked to identify, assess, control, monitor and report the risk of non-compliance of the Bank’s operations with legal provisions, internal regulations and market standards,
 - 3/ internal audit unit tasked to audit and evaluate – with the exclusion of itself - in an independent and objective manner the adequacy and effectiveness of the risk management system and internal control system.
4. The Bank shall ensure the independence of the internal audit unit and compliance unit pursuant to appropriate regulations, including supervisory recommendations.”.

§ 2

The Bank’s Supervisory Board, pursuant to § 17 sect. 2 item 5 of the Bank’s Articles of Association, shall define the uniform text of the Articles of Association, reflecting changes made in keeping with § 1 hereof.

§ 3

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

Schedule No. 25 to Instructions on how to exercise voting rights via proxy

Translation from Polish language

DRAFT

RESOLUTION No. 25

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

of 26 March 2018

in the matter of determining of the number of Members of Bank Millennium S.A. Supervisory Board

The General Meeting decides that in its new three-year term of office the Supervisory Board of Bank Millennium S.A. shall be composed of [...] Members.

RESOLUTION No. 26

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

of 26 March 2018

in the matter of electing of the Members of Bank Millennium S.A. Supervisory Board

The General Meeting resolves to elect the following persons to the composition of the Supervisory Board of Bank Millennium S.A. new term of office: [...]