

RESOLUTION No. 1

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 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 General Meeting Shareholders' By-laws, the General Meeting appoints Mr Marek Furtek as a Chairperson of the Ordinary General Meeting.

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 888 919,
- Against: 0,
- Abstained: 0.

RESOLUTION No. 2

of the Ordinary General Meeting of Bank Millennium S.A. of 21 May 2015 in the matter of approving for the financial year 2014: the Bank's financial statement, the Management Board's report on activity of the Bank and the Supervisory Board report on activity

The Ordinary General Meeting, acting 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 2014, containing:

- a/ the income statement for the period from 1 January to 31 December 2014, showing net profit in the amount of PLN 619,511 thousand;
- b/ total comprehensive income statement for the period from 1 January to 31 December 2014, showing income in the amount of PLN 637,799 thousand;
- c/ balance sheet prepared as at 31 December 2014, which on the side of assets as well as liabilities and equity shows the amount of PLN 60,484,050 thousand;
- d/ statement on changes in equity for the period from 1 January to 31 December 2014;
- e/ cash flow statement for the period from 1 January to 31 December 2014, showing a decrease of net cash balance by the amount of PLN 1,354,304 thousand;
- f/ accounting policies as well as notes to the financial statement;

2/ Management Board's report on activity of the Bank in 2014;

3/ Supervisory Board report on activity in 2014 comprising prepared in accordance with art. 382 § 3 of the Code of Commercial Companies the results from assessment of the Management Board's reports on activity of the Bank and the Capital Group of the Bank in 2014 financial year and the Bank's financial report on 2014 financial year.

§ 2

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

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 313 579,
- Against: 150,
- Abstained: 575 190.

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

RESOLUTION No. 3

Ordinary General Meeting of Bank Millennium S.A. of 21 May 2015 in the matter of approving for the financial year 2014: 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 2014, containing:
 - a/ the consolidated income statement for the period from 1 January to 31 December 2014, showing net profit in the amount of PLN 650,920 thousand;
 - b/ consolidated total comprehensive income statement for the period from 1 January to 31 December 2014, showing income in the amount of PLN 669,232 thousand;
 - c/ consolidated balance sheet prepared as at 31 December 2014, which on the side of assets as well as liabilities and equity shows the amount of PLN 60,740,482 thousand;
 - d/ statement on changes in consolidated equity for the period from 1 January to 31 December 2014;
 - e/ consolidated cash flow statement for the period from 1 January to 31 December 2014, showing a decrease of net cash balance by the amount of PLN 1,354,311 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 2014.

§ 2

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

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.
Total number of valid votes cast: 902 888 919 including:
- For: 902 313 729,
- Against: 0,
- Abstained: 575 190.

RESOLUTION No. 4

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of distributing of profit for the financial year 2014

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, 2014 in the amount of PLN 619,510,888.81 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: 902 888 319 shares, which constitute 74,4271 % of share capital.
Total number of valid votes cast: 902 888 919 including:
- For: 902 888 919,
- Against: 0,
- Abstained: 0.

RESOLUTION No. 5

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 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 2014

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 1.01.2014 to 31.12.2014.

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 151 746,
- Against: 0,
- Abstained: 737 173.

RESOLUTION No. 6

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 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 2014

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 1.01.2014 to 31.12.2014.

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 151 746,
- Against: 0,
- Abstained: 737 173.

RESOLUTION No. 7

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of discharging Mr Artur Klimczak – Deputy Chairman of the Management Board from the performance of the duties in the financial year 2014

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 1.01.2014 to 31.12.2014.

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 151 746,
- Against: 0,
- Abstained: 737 173.

RESOLUTION No. 8

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of discharging Ms Julianna Boniuk-Gorzelańczyk – Member of the Management Board from the performance of the duties in the financial year 2014

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 1.01.2014 to 31.12.2014.

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 151 746,
- Against: 0,
- Abstained: 737 173.

RESOLUTION No. 9

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of discharging Mr Wojciech Haase – Member of the Management Board from the performance of the duties in the financial year 2014

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 1.01.2014 to 31.12.2014.

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 151 746,
- Against: 0,
- Abstained: 737 173.

RESOLUTION No. 10

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of discharging Mr Andrzej Gliński – Member of the Management Board from the performance of the duties in the financial year 2014

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 1.01.2014 to 31.12.2014.

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 151 746,
- Against: 0,
- Abstained: 737 173.

RESOLUTION No. 11

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 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 2014

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 1.01.2014 to 31.12.2014.

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 151 746,
- Against: 0,
- Abstained: 737 173.

RESOLUTION No. 12

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of discharging Mr Bogusław Kott - Chairman of the Supervisory Board from the performance of the duties in the financial year 2014

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 1.01.2014 to 31.12.2014.

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 150 946,
- Against: 0,
- Abstained: 737 973.

RESOLUTION No. 13

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 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 2014

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 1.01.2014 to 31.12.2014.

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 151 746,
- Against: 0,
- Abstained: 737 173.

RESOLUTION No. 14

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of discharging Mr Maciej Bednarkiewicz – Deputy Chairman of the Supervisory Board from the performance of the duties in the financial year 2014

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 1.01.2014 to 31.12.2014.

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 151 612,
- Against: 0,
- Abstained: 737 307.

RESOLUTION No. 15

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 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 2014

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 1.01.2014 to 31.12.2014.

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 151 746,
- Against: 0,
- Abstained: 737 173.

RESOLUTION No. 16

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 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 2014

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 1.01.2014 to 31.12.2014.

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 151 746,
- Against: 0,
- Abstained: 737 173.

RESOLUTION No. 17

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of discharging Mr Luís Maria França de Castro Pereira Coutinho – Member of the Supervisory Board from the performance of the duties in the financial year 2014

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 de Castro Pereira Coutinho – Member of the Supervisory Board from the performance of the duties for the period from 1.01.2014 to 31.12.2014.

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 151 746,
- Against: 0,
- Abstained: 737 173.

RESOLUTION No. 18

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of discharging Mr Grzegorz Jędryś – Member of the Supervisory Board from the performance of the duties in the financial year 2014

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 1.01.2014 to 31.12.2014.

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 151 746,
- Against: 0,
- Abstained: 737 173.

RESOLUTION No. 19

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 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 2014

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 1.01.2014 to 31.12.2014.

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 151 746,
- Against: 0,
- Abstained: 737 173.

RESOLUTION No. 20

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of discharging Mr Marek Rocki – Member of the Supervisory Board from the performance of the duties in the financial year 2014

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 1.01.2014 to 31.12.2014.

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 151 746,
- Against: 0,
- Abstained: 737 173.

RESOLUTION No. 21

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of discharging Mr Dariusz Rosati – Member of the Supervisory Board from the performance of the duties in the financial year 2014

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 – Member of the Supervisory Board from the performance of the duties for the period from 1.01.2014 to 31.12.2014.

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 151 746,
- Against: 0,
- Abstained: 737 173.

RESOLUTION No. 22

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 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 2014

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 1.01.2014 to 31.12.2014.

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 151 746,
- Against: 0,
- Abstained: 737 173.

RESOLUTION No. 23

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of discharging Mr Andrzej Koźmiński – Member of the Supervisory Board from the performance of the duties in the financial year 2014

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 1.01.2014 to 31.12.2014.

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 151 746,
- Against: 0,
- Abstained: 737 173.

RESOLUTION No. 24

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of the application of the "Principles of Corporate Governance for Supervised Institutions" ("Principles") passed by the Polish Financial Supervision Authority on 22 July 2014

In connection with the expectation of the Polish Financial Supervision Authority ("Polish FSA") that the organs of a supervised institution in the area of their autonomous decisions will take a position as to applying the Principles and will perform their implementation, whereas in regard to the principles pertaining to shareholders' behaviour the resolution is to be taken by the General Meeting, it is hereby being resolved the following:

§ 1

1. The General Meeting expresses a positive opinion about the position of the Management Board and Supervisory Board of the Bank about the scope of application of the Principles.
2. With regard to the principles addressed to shareholders The General Meeting takes the position stating that the execution of such principles should remain within the framework of the *stricti iuris* law provisions and whenever the Management Board or the Supervisory Board move forward within its competencies in matters referred to in such principles, the same governing bodies should submit to the following General Meeting such matters upon which shareholders shall deliberate taking into account concrete circumstances of such a move.

§ 2

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

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 888 919,
- Against: 0,
- Abstained: 0.

RESOLUTION No. 25

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 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 sect. 2 item 14) sub-item c/ after the word: "accounts" the words "and omnibus accounts" shall be added;
- 2) in § 12 sect. 3:
 - a) in the former starting sentence:
 - (i) after the words "who has no" the words "direct and indirect" shall be added;
 - (ii) after the words "relations with the Bank", after the comma the word "Members" shall be added;
 - (iii) the words "Management Board" shall be replaced with the words "of the Management Board" and the words "and other Members of the Supervisory Board" shall be added after them, while the words "or other governing body of the Bank nor" after the subsequent comma shall be deleted;
 - (iv) after the words "with important shareholders", after the comma the words "nor with entities related thereto, in particular relations" shall be added;
 - b) in item 1/ after the word: "indirectly," the words: "5% or" shall be added; after the word "more" the words: "of the total number of votes in" shall be added while the words: "than 2% of shares" shall be deleted;
 - c) in item 7/ full stop shall be replaced with comma and after it item 8/ shall be added, reading as follows: "8/ has been sitting on the Bank's Supervisory Board no longer than 12 years.";
- 3) in § 17 sect. 2:
 - a) after item 2/, item 2^{1/} shall be added, reading as follows:
„2^{1/} pronouncing opinions concerning transactions with entities related to the Bank, which – pursuant to the Bank's internal regulations – are qualified as transactions materially influencing the financial or legal situation, or lead to acquisition or sale or disposal otherwise of major assets,";
 - b) in item 7/ full stop shall be replaced with comma and after it item 8/ shall be added, reading as follows:
„8/ requesting the Management Board to appoint a selected third party to carry out specific analyses or to get opinion on specific matters, if this is essential for exercising proper and effective supervision.";
- 4) in § 18 in sect. 3 the words: "as well" shall be replaced with the word: "when", the words: "member of that Committee" shall be replaced with the words: "of them", the words: "experience in accounting and finance" shall be replaced with the words: "competences in accounting or financial auditing";
- 5) in § 21 in sect. 3 in the third sentence the word: "Banking" shall be replaced by the word: "Financial" and the word: "accounting" shall be replaced with the words: "risk management".

§ 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: 902 888 319 shares,
which constitute 74,4271 % of share capital.**

Total number of valid votes cast: 902 888 919 including:

- For: 902 888 519,
- Against: 0,
- Abstained: 400.

RESOLUTION No. 26

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of amendments to the Bylaws of the General Meeting of Shareholders of Bank Millennium S.A. and establishing the uniform text of Bylaws

The Ordinary General Meeting resolves as follows:

§ 1

In the By-laws of the General Meeting of Shareholders of Bank Millennium S.A., a change is introduced in § 24 sect. 2 consisting in adding of the second sentence, reading as follows:

"In a candidate proposal the shareholder shall indicate the candidate's competencies for member of the Supervisory Board, permitting proper performance of duties, in particular:

- 1) knowledge (possessed in result of completed education, underwent training, obtained professional titles or scientific degrees as well as acquired otherwise in the course of the professional career),
- 2) experience (acquired in the course of performance of specific functions or occupying specific positions),
- 3) skills essential to perform the entrusted function,
- 4) knowledge of the Polish financial market to a degree essential to perform supervisory functions."

§ 2

The uniform text of the Bylaws taking into account the change made in accordance with § 1 enclosed herewith, shall be adopted.

§ 3

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

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 902 888 919,
- Against: 0,
- Abstained: 0.

BY-LAWS
of the General Meeting of Shareholders of Bank Millennium S.A.

§ 1

1. The General Shareholders Meeting, hereinafter referred to as "the Shareholders Meeting", is the highest governing body of Bank Millennium S.A.
2. The General Meeting shall be convened and prepared in keeping with the procedures and principles provided for in the Commercial Companies Code and in the Bank's Articles of Association.

§ 2

1. The following have the right to take part in the General Meeting:
 - 1/ holders of registered shares and temporary certificates, entered in the share register on the day of registration of their participation in the General Meeting,
 - 2/ pledgees and usufructuaries with the voting right, entered in the share register on the day of registration of their participation in the General Meeting,
 - 3/ holders of shares to the bearer, provided they deposited the shares in the Bank not later than on the day of registration of their participation in the General Meeting and these shares were not collected before the end of the day of participation registration,
 - 4/ shareholders holding shares traded on the regulated market, who obtained the registered certificates on the right to participate in the General Meeting issued by the entity which keeps the securities account in conformity to the regulations on trading in financial instruments.
2. The right to participate in the Meeting, referred to in section I herein above, shall include, in particular, the right to vote, submit motions and oppose.
3. The General Meeting should be attended by Members of the Management Board and Supervisory Board of the Bank, as well as by the guests invited by the body convening the General Meeting.
4. The Management Board shall guarantee the participation of an expert in the banking and commercial law (Commercial Companies Code) in the General Meeting.

§ 3

1. The List of shareholders eligible to participate in the General Meeting, hereinafter referred to as "List of the eligible persons", shall be prepared and signed by the Bank's Management Board.
2. The List of the eligible persons shall include:
 - 1) names and surnames or firms (company names) of shareholders eligible to participate in the General Meeting,
 - 2) residence or seat,
 - 3) quantity, type and numbers of shares and the number of allotted votes.
3. The List of the eligible persons shall be laid out in the Offices Bank's Management Board for three consecutive business days before the date of the General Meeting.
4. All the shareholders shall have right to review the List of the eligible persons in the Offices of the Bank's Management Board, as well as they may demand that the List of the shareholders be sent to them free of charge by email, stating the address to which it should be sent, whereas such demand should be made in writing to the mail address of the Bank or in the electronic format, sending it to the email address: wza@bankmillennium.pl.

§ 4

1. Shareholders shall have right to participate in the General Meeting and to exercise their voting rights personally or by proxies. The power of attorney shall be done in writing, under the pain of invalidity, and shall be appended to the Minutes from the General Meeting. The power of attorney may be also granted in the electronic format on the form made available for this purpose on the Bank's Website.
2. Power of attorney to represent at the General Meeting, granted to a Member of a body of the Bank or a body of Bank's subsidiary, or an employee of the Bank or Bank's subsidiary, as well as to the proxy referred to in § 21 section 2, may authorise to represent at only one General Meeting. Such a proxy cannot grant any further power of attorney.
3. The Bank should be notified that power of attorney in electronic format was granted, by use of means of electronic communication, through sending, to email address wza@bankmillennium.pl, an image (scan) of the power-of-attorney document filled out and signed by the shareholder, and prepared on the basis of the power-of-attorney form posted on the Website of the Bank. The content of the emailed image (scan) of the power-of-attorney document should stipulate the scope of the power of attorney and in case of the powers of attorney referred to in section 2 – also the date and name of the General Meeting at which the proxy shall represent the shareholder.
4. The proxy of the shareholder should demonstrate the validity of his authorisation to represent the shareholder as well as allow confirmations of his identity and identity of the shareholder by presentation of relevant documents and information.

§ 5

The General Meeting shall be opened by the Chairman or Deputy Chairman of the Bank's Supervisory Board, who shall order the election of the Chairman of the General Meeting.

§ 6

1. All shareholders, listed on the List of the eligible persons, shall have right to run as candidates for the position of the Chairman of the General Meeting and also to submit to the Minutes one candidate for the position of the Chairman of the General Meeting from among the persons eligible to participate in the General Meeting.
2. The submitted candidate shall be entered onto the list upon executing for the Minutes a declaration of consent to stand for election. The list of candidates shall be prepared by the person opening the General Meeting. Upon its announcement, the list shall be deemed to be closed.
3. The Chairman of the General Meeting shall be elected by separate voting for each and every candidate listed in the alphabetical order. The Chairman shall be elected in the secret ballot.
4. The person opening the General Meeting shall monitor the correctness of the voting and shall announce its outcome.
5. The candidate who obtained the highest number of valid votes cast shall become the Chairman of the General Meeting.

§ 7

1. The list of attendance shall be prepared on the basis of the List of the eligible persons by persons duly appointed for this purpose by the Bank's Management Board.
2. Upon his election, the Chairman of the General Meeting shall sign the list of attendance containing the names of the participants in the General Meeting with the specification of the number of shares they hold and the number of votes allocated.
3. When preparing the list of attendance care shall be taken to:
 - 1) verify eligibility of the shareholders to participate in the General Meeting,
 - 2) verify identity of the shareholders or their proxies on the basis of the identity card or any other credible document,
 - 3) verify correctness of the power of attorney, thereafter to be appended to the Minutes from the General Meeting,
 - 4) see that shareholders or their proxies sign the list of attendance,
 - 5) issue to the shareholders or their proxies appropriate magnetic voting cards or other voting documents.
4. Protests regarding eligibility to participate in the General Meeting shall be addressed to the Chairman of the General Meeting.
5. The list of attendance shall be laid out throughout the duration of the General Meeting until it is concluded. Persons who prepare the list of attendance shall at all times make note of any changes in the composition of the General Meeting, indicating the time when such changes occurred.

§ 8

1. The Chairman of the General Meeting shall conduct the debates in conformity to the agreed agenda of the Meeting, legal regulations and present By-laws.
2. The tasks of the Chairman of the General Meeting shall include in particular:
 - 1) taking care of the efficient and correct course of the debates and voting,
 - 2) giving the floor,
 - 3) safeguarding the matter of fact course of the debates,
 - 4) issuing appropriate formal orders in the debate room,
 - 5) ordering breaks in the debates,
 - 6) ordering voting and safeguarding its correct course as well as signing all the documents with voting results,
 - 7) making sure that all the items of the agenda are covered,
 - 8) resolving doubts concerning the By-laws.

§ 9

1. Upon signing the list of attendance the Chairman of the General Meeting shall confirm the correctness of the convocation of the General Meeting and its capacity to adopt resolutions, shall announce the agenda and shall order the election of the Voting Committee, the latter in case such a need exists.
2. If necessary, the Chairman of the General Meeting may appoint, for assistance, a person to perform the function of the Secretary of the Meeting.

§ 10

1. If need be, the Voting Committee composed of 3 to 5 Members shall be elected by the General Meeting with a simple majority of votes cast in the open voting.
2. Each shareholder shall have right to submit one candidate to the Minutes. The votes shall be cast separately for each and every candidate, listed in the alphabetical order. The candidates should declare their consent for the candidacy. Candidates who subsequently obtained the highest number

- of votes shall be deemed to be elected.
3. The Voting Committee shall elect from among its number the chairman and the secretary.
 4. The task of the Voting Committee shall be to monitor the correctness of the voting, supervise the computerized voting, verify and determine the voting results and to communicate the results of the voting to the Chairman of the General Meeting as well as to perform other activities connected with the voting.
 5. If irregularities are found in the voting, the Voting Committee shall immediately notify such irregularities to the Chairman of the General Meeting and shall also make recommendations regarding the further proceedings.
 6. Documents containing voting results shall be signed by all Members of the Voting Committee and by the Chairman of the General Meeting.
 7. The activities taken by the Voting Committee shall be included in the Minutes, which upon their signing by the Chairman and by the Secretary, shall be delivered to the Chairman of the General Meeting.

§ 11

1. A resolution not to consider an issue placed on the agenda may be adopted only if supported by material reasons. A motion in this respect shall be justified in detail. The removal of an item from the agenda or resignation from reviewing an item from the agenda shall require the resolution to be adopted by the General Meeting, upon the earlier consent granted by all the present shareholders who submitted such motion, supported by 75% of votes at the General Meeting.
2. Resolutions shall not be taken in matters which are not included on the agenda, unless the entire share capital is represented at the General Meeting and none of the eligible shareholders present objects the adoption of the resolution.
3. Motions for convening the Extraordinary General Meeting and motions regarding items of order may be adopted even if they were not included on the agenda.

§ 12

If the agenda of the General Meeting encompasses motion concerning the appointment of auditor for specific issues, a candidate for the function cannot be the entity performing presently or during the period covered by the audit, the function of the auditor in the Bank or its subsidiaries.

§ 13

1. Following the presentation of each subject matter of the agenda the Chairman of the General Meeting shall open the discussion, giving the floor as requests are made. With the consent of the General Meeting, the discussion may be conducted jointly on a number of items of the agenda.
2. The Chairman of the General Meeting may give floor to Members of the Management Board and Members of the Bank's Supervisory Board out of the accepted order.
3. The Chairman of the General Meeting may order that requests to speak be submitted in writing, giving the name and surname of the speaker.
4. In case of a large number of speakers in the discussion on a specific item of the agenda, the Chairman of the General Meeting may limit the number of speakers. In such a case, the shareholder who was not given the floor, shall have right to make his contribution to the discussion in the form of written statement, giving his name and surname, to be included in the Minutes.

§ 14

1. Floor may be taken only in the matters covered by the agenda and currently considered.
2. When considering each item of the agenda every shareholder shall have right to one 5-minute statement and a 3-minute response.
3. The Chairman of the General Meeting has the right to rebuke the speaker who is diverging from the subject matter of the discussion or is exceeding the time limits referred to in Sec. 2 herein above. The speakers who fail to comply may be deprived of the right to speak.
4. Every intervention in the discussion on the specific draft resolution shall be concluded with a clear statement whether the speaker is in favour of or against the draft resolution under consideration.

§ 15

1. All shareholders shall have right to ask questions on all matters covered by the agenda.
2. Within their individual powers, the Members of the Bank's governing bodies shall provide exhausting answers and clarifications to all the questions, in consideration of the fact that public companies fulfil their disclosure requirements in conformity to the regulations governing organised trading in financial instruments and certain information cannot be provided in a manner other than that stipulated in effective laws, in particular the Act on public offering and conditions of introducing financial instruments to the organized trading system and on public companies, and the Commercial Companies Code.
3. The Management Board and Members of other governing bodies of the Bank may refuse to provide answer if:
 - 1) provision of information could be harmful to the Bank, linked company or a subsidiary, especially due to disclosure of technical, commercial or organizational secrets,

- 2) provision of information by Member of the Management Board could constitute grounds for his/her criminal, civil or administrative liability.

§ 16

All shareholders shall have right to protest decisions made by the Chairman of the General Meeting. The General Meeting shall decide with a simple majority of votes cast in the open vote on approving or revoking decisions made by the Chairman.

§ 17

1. All shareholders shall have right to propose modifications and supplement draft resolutions covered by the agenda of the General Meeting until the discussion is closed on the specific item of the agenda pertaining to resolution under consideration.
2. The proposals, referred to in Sec. 1, with brief justification shall be submitted in writing to the Chairman of the General Meeting, separately for each draft resolution, with the name and surname (firm) of the shareholder.

§ 18

The Chairman of the General Meeting is authorized to give floor to experts.

§ 19

1. In matters pertaining to points of order the Chairman gives floor outside the established sequence. All shareholders may submit motions regarding points of order.
2. Motions regarding points of order shall include motions which pertain to the way of discussion and voting, and in particular:
 - 1) limitation, adjourning or closing the discussion,
 - 2) closing the list of speakers,
 - 3) limiting the speech time,
 - 4) way in which the discussion is conducted,
 - 5) ordering the breaks in the debates,
 - 6) order in which the motions are adopted.
3. Discussion on motions regarding points of order shall be started immediately after such motion is proposed.
4. In a discussion on motions regarding points of order the floor may be taken by only two speakers - one in favour of and one against the submitted motion, unless the General Meeting decides otherwise.
5. The Chairman of the General Meeting shall order the vote immediately after the discussion on motions regarding points of order.

§ 20

1. Subject to cases provided for in the Commercial Companies Code, the General Meeting shall be valid irrespective of the number of the represented shares.
2. Subject to cases specified in the Commercial Companies Code and in the Bank's Articles of Association, the validity of the resolutions shall require a simple majority of votes cast.
3. Subject to provisions of §29 of the Bank's Articles of Association each Bank share shall give right to one vote.

§ 21

1. Shareholders may not vote either personally or by their proxies on resolutions concerning:
 - 1) their liability towards the Bank on any account, including discharging from the performance of their duties
 - 2) awarding their remuneration,
 - 3) agreements and disputes between them and the Bank
 - 4) releasing them from their liabilities towards the Bank.
2. As a proxy, shareholder may vote on a resolution concerning:
 - 1) his/her liability towards the Bank under any title, including discharging from performance of his/her duties,
 - 2) agreements and disputes between him/her and the Bank,
 - 3) his/her release from an obligation towards the Bank.

§ 22

1. Subject to Sec. 2 the voting shall be open.
2. Secret ballot shall be ordered on the occasion of:
 - 1) the elections and motions regarding the elimination of the Members of the Bank's authorities or liquidators,
 - 2) motions to hold Members of the Bank's authorities or liquidators liable,
 - 3) personal matters,
 - 4) upon request of at least one of the shareholders present.

§ 23

1. Upon closing the discussion on each item of the agenda and prior to the voting, the Chairman shall

announce the submitted motions and shall determine the sequence of voting. The motions shall be voted on in the sequence of their submission.

2. The voting shall be conducted with a computer system for casting and counting the votes, which ensures that the number of votes corresponds to the number of shares held, and which also eliminates - in case of secret ballot - the possibility to identify the votes cast by the shareholders, or in any other manner determined by the body convening the General Meeting.

§ 24

1. Before beginning the elections to the Bank's Supervisory Board the General Meeting, upon the request of the Chairman of the General Meeting, subject to the provisions of the Commercial Companies Code, shall at all times determine the number of the Members of the Supervisory Board.
 2. The eligible shareholders shall be entitled to propose orally candidates for Members of the Supervisory Board to the Minutes together with detailed justification. In a candidate proposal the shareholder shall indicate the candidate's competencies for member of the Supervisory Board, permitting proper performance of duties, in particular:
 - 1) knowledge (possessed in result of completed education, underwent training, obtained professional titles or scientific degrees as well as acquired otherwise in the course of the professional career),
 - 2) experience (acquired in the course of performance of specific functions or occupying specific positions),
 - 3) skills essential to perform the entrusted function,
 - 4) knowledge of the Polish financial market to a degree essential to perform supervisory functions.
3. The proposed candidate shall be entered on the list upon a statement to the Minutes, made verbally or in writing, about consent to stand for election.
4. The list of candidates proposed to the Bank's Supervisory Board shall be drawn by the Chairman of the General Meeting in the alphabetical order. Upon its announcement the list shall be deemed to be closed.

§ 25

1. The elections to the Bank's Supervisory Board shall performed through secret ballot and votes shall be cast for each candidate separately, in the alphabetical order.
2. The candidates, who subsequently obtained the highest number of votes within the number of Members of the Bank's Supervisory Board established in keeping with the provisions of § 24 Sec. 1, shall be deemed to be the elected Members of the Bank's Supervisory Board.
3. In case the candidates qualified to become Members of the Bank's Supervisory Board, obtain equal number of votes, the Chairman shall order supplementary vote. The persons who receive the highest number of votes shall be deemed to have been elected.
4. In the cases stipulated in the Commercial Companies Code the Supervisory Board is elected by the General Meeting through voting in separate groups, in keeping with the principles defined in the Code.

§ 26

Upon exhausting the agenda of the meeting the Chairman of the General Meeting shall announce the General Meeting to be closed.

§ 27

1. Resolutions of the General Meeting shall be included in the Minutes by the notary public, under the pain of invalidity.
2. The Minutes shall be taken in compliance with the proper provisions of the Commercial Companies Code.
3. The Management Board of the Bank shall submit the duplicate of the Minutes to the book of Minutes.
4. The shareholders shall have right to review the book of Minutes as well as to request that duplicates of resolutions certified by the Management Board be issued.
5. Detailed Minutes from the debates shall be prepared by the Secretary of the Meeting, provided he is nominated by the Chairman of the General Meeting.

§ 28

Resolutions adopted by the General Meeting may be challenged before the Court in keeping with the procedures and on terms and conditions specified in Art. 422-425 of the Commercial Companies Code.

§ 29

Provisions of the Commercial Companies Code and the Bank's Articles of Association shall apply to matters, which are not regulated hereby.

RESOLUTION No. 27

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of approval of "Remuneration Policy of the Bank Millennium S.A. Supervisory Board Members"

Pursuant to Article 392 § 1 of the Code of Commercial Companies and § 8 sect. 2 point 4 of the Bank's Articles of Association, the General Meeting hereby resolves to approve:

"REMUNERATION POLICY OF THE BANK MILLENNIUM S.A. SUPERVISORY BOARD MEMBERS"

The General Meeting adopts this Remuneration Policy of the Members of the Supervisory Board in view of the indications stipulated in the Corporate Governance Principles for supervised institutions adopted by the Polish Financial Supervision Authority.

§ 1

1. For sitting on the Bank's Supervisory Board, Members of the Supervisory Board shall be entitled to a monthly remuneration.
2. The amount of the remuneration shall be established by resolution adopted by the General Meeting of Bank Millennium S.A., in accordance with the principles set forth in this Policy.
3. Principles and amounts of remuneration shall remain in power until their amendment under the procedure applicable for their adoption.

§ 2

When determining the amount of remuneration for the Members of the Supervisory Board, the General Meeting shall follow the principle of its adequacy to the scale of the Bank's operations.

§ 3

1. The remuneration may vary depending on the function performed at the Supervisory Board and it should be correlated to the involvement in the works of the Supervisory Board and the level of remuneration received by members of the supervisory bodies of institutions of similar range and scale of operations.
2. Irrespective from the remuneration for sitting on the Board, Members of the standing committees of the Supervisory Board are entitled to separate remuneration in connection with the tasks they perform within these committees.
3. If the Supervisory Board delegates its Member to perform permanent individual supervision, the Supervisory Board may grant such Member of the Supervisory Board, for the period of his or her delegation, additional remuneration provided its monthly amount may not exceed 100% of the basic remuneration for sitting on the Bank's Supervisory Board.

§ 4

1. As regards standing committees of the Supervisory Board, remuneration shall be payable for attending their meetings.
2. Total remuneration due to a particular member, for participation in committee meetings during a financial year may not exceed 100% of the basic remuneration for sitting on the Bank's Supervisory Board.

§ 5

In connection with the remuneration paid, the Bank shall perform proper deductions as required by applicable laws.

§ 6

Every Member of the Supervisory Board may submit his or her statement concerning refraining from collection of the entire or part of his/her remuneration. The relevant statements shall be presented to the Chairman of the Supervisory Board.

**Number of shares, under which valid votes were cast: 902 888 319 shares,
which constitute 74,4271 % of share capital.**

Total number of valid votes cast: 902 888 919 including:

- For: 902 888 919,
- Against: 0,
- Abstained: 0.

RESOLUTION No. 28

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of remunerating members of the Supervisory Board

Pursuant to Article 392 § 1 of the Code of Commercial Companies and § 8 sect. 2 point 4 of the Bank's Articles of Association, the General Meeting resolves as follows:

§ 1

Starting from May 2015 members of the Supervisory Board shall receive remuneration for performance of functions in the Supervisory Board, in the following amounts:

1/ basic remuneration:

- a/ the Chairman – PLN 20,000 monthly,
- b/ other members – PLN 10,000 monthly;

2/ in addition to basic remuneration members sitting on permanent committees shall receive remuneration to be paid for each time they participate in committee's meeting, in the following amounts:

- a/ the Chairman of a committee – PLN 10,000,
- b/ other members of a committee – PLN 5,000.

§ 2

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

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 812 888 119,
- Against: 0,
- Abstained: 90 000 800.

RESOLUTION No. 29

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of determining of the number of the Supervisory Board members

The General Meeting decides that in its new three-year term of office the Supervisory Board shall be composed of 12 Members.

Number of shares, under which valid votes were cast: 902 888 319 shares, which constitute 74,4271 % of share capital.

Total number of valid votes cast: 902 888 919 including:

- For: 861 106 583,
- Against: 28 463 051,
- Abstained: 13 319 285.

RESOLUTION No. 31

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of electing Mr Nuno Manuel da Silva Amado as the Supervisory Board Member

The General Meeting of the Bank resolves to elect Mr Nuno Manuel da Silva Amado to the composition of the Supervisory Board of the new term of office.

Number of shares, under which valid votes were cast: 902 887 919 shares, which constitute 74,4271 % of share capital.
Total number of valid votes cast: 902 888 119 including:
- For: 842 899 738,
- Against: 45 534 484,
- Abstained: 14 453 897.

RESOLUTION No. 32

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of electing Ms Julianna Boniuk-Gorzelańczyk as the Supervisory Board Member

The General Meeting of the Bank resolves to elect Ms Julianna Boniuk-Gorzelańczyk to the composition of the Supervisory Board of the new term of office.

Number of shares, under which valid votes were cast: 902 887 919 shares, which constitute 74,4271 % of share capital.
Total number of valid votes cast: 902 888 119 including:
- For: 752 899 738,
- Against: 45 534 484,
- Abstained: 104 453 897.

RESOLUTION No. 33

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of electing Mr Miguel de Campos Pereira de Braganca as the Supervisory Board Member

The General Meeting of the Bank resolves to elect Mr Miguel de Campos Pereira de Braganca to the composition of the Supervisory Board of the new term of office.

Number of shares, under which valid votes were cast: 902 887 919 shares, which constitute 74,4271 % of share capital.
Total number of valid votes cast: 902 888 119 including:
- For: 842 899 738,
- Against: 45 534 484,
- Abstained: 14 453 897.

RESOLUTION No. 34

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of electing Ms Agnieszka Hryniewicz-Bieniek as the Supervisory Board Member

The General Meeting of the Bank resolves to elect Ms Agnieszka Hryniewicz-Bieniek to the composition of the Supervisory Board of the new term of office.

Number of shares, under which valid votes were cast: 902 887 919 shares, which constitute 74,4271 % of share capital.
Total number of valid votes cast: 902 888 119 including:
- For: 752 899 338,
- Against: 45 534 484,
- Abstained: 104 454 297.

RESOLUTION No. 35

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of electing Ms Anna Jakubowski as the Supervisory Board Member

The General Meeting of the Bank resolves to elect Ms Anna Jakubowski to the composition of the Supervisory Board of the new term of office.

Number of shares, under which valid votes were cast: 902 887 919 shares, which constitute 74,4271 % of share capital.
Total number of valid votes cast: 902 888 119 including:
- For: 752 899 738,
- Against: 45 534 484,
- Abstained: 104 453 897.

RESOLUTION No. 36

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of electing Mr Grzegorz Jędryś as the Supervisory Board Member

The General Meeting of the Bank resolves to elect Mr Grzegorz Jędryś to the composition of the Supervisory Board of the new term of office.

Number of shares, under which valid votes were cast: 902 887 919 shares, which constitute 74,4271 % of share capital.
Total number of valid votes cast: 902 888 119 including:
- For: 842 899 738,
- Against: 45 534 484,
- Abstained: 14 453 897.

RESOLUTION No. 37

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of electing Mr David H. Klingensmith as the Supervisory Board Member

The General Meeting of the Bank resolves to elect Mr David H. Klingensmith to the composition of the Supervisory Board of the new term of office.

Number of shares, under which valid votes were cast: 902 887 919 shares, which constitute 74,4271 % of share capital.
Total number of valid votes cast: 902 888 119 including:
- For: 752 899 204,
- Against: 45 534 884,
- Abstained: 104 454 031.

RESOLUTION No. 38

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of electing Mr Bogusław Kott as the Supervisory Board Member

The General Meeting of the Bank resolves to elect Mr Bogusław Kott to the composition of the Supervisory Board of the new term of office.

Number of shares, under which valid votes were cast: 902 887 919 shares, which constitute 74,4271 % of share capital.
Total number of valid votes cast: 902 888 119 including:
- For: 842 899 738,
- Against: 45 534 484,
- Abstained: 14 453 897.

RESOLUTION No. 39

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of electing Mr Andrzej Koźmiński as the Supervisory Board Member

The General Meeting of the Bank resolves to elect Mr Andrzej Koźmiński to the composition of the Supervisory Board of the new term of office.

Number of shares, under which valid votes were cast: 902 887 919 shares, which constitute 74,4271 % of share capital.
Total number of valid votes cast: 902 888 119 including:
- For: 842 899 738,
- Against: 45 534 484,
- Abstained: 14 453 897.

RESOLUTION No. 40

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of electing Mr Miguel Maya Dias Pinheiro as the Supervisory Board Member

The General Meeting of the Bank resolves to elect Mr Miguel Maya Dias Pinheiro to the composition of the Supervisory Board of the new term of office.

Number of shares, under which valid votes were cast: 902 887 919 shares, which constitute 74,4271 % of share capital.
Total number of valid votes cast: 902 888 119 including:
- For: 752 899 738,
- Against: 45 534 484,
- Abstained: 104 453 897.

RESOLUTION No. 41

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of electing Mr Dariusz Rosati as the Supervisory Board Member

The General Meeting of the Bank resolves to elect Mr Dariusz Rosati to the composition of the Supervisory Board of the new term of office.

Number of shares, under which valid votes were cast: 902 887 919 shares, which constitute 74,4271 % of share capital.
Total number of valid votes cast: 902 888 119 including:
- For: 842 899 738,
- Against: 45 534 484,
- Abstained: 14 453 897.

RESOLUTION No. 42

of the Ordinary General Meeting of Bank Millennium S.A. dated 21 May 2015 in the matter of electing Mr Rui Manuel da Silva Teixeira as the Supervisory Board Member

The General Meeting of the Bank resolves to elect Mr Rui Manuel da Silva Teixeira to the composition of the Supervisory Board of the new term of office.

Number of shares, under which valid votes were cast: 902 887 919 shares, which constitute 74,4271 % of share capital.
Total number of valid votes cast: 902 888 119 including:
- For: 842 899 738,
- Against: 45 534 484,
- Abstained: 14 453 897.