

**BANK ZACHODNI WBK
SPÓŁKA AKCYJNA
MANAGEMENT BOARD**

**Management Board Resolution no. 142/2011
Dated 6th December 2011**

re: Approval of “Code of Best Practice for WSE Listed Companies”

Bearing in mind the recommendation of Giełda Papierów Wartościowych w Warszawie S.A (Warsaw Stock Exchange) to consolidate the corporate governance standards in public companies and acting pursuant to § 39 of Bank Zachodni WBK Statutes, the Bank’s Management Board hereby resolves the following:

§ 1

1. Management Board approves “Code of Best Practice for WSE Listed Companies” introduced by the Stock Exchange Supervisory Board’s Resolution no. 20/1287/2011 as worded in the Appendix to this Resolution.
2. Management Board hereby resolves to submit “Code of Best Practice for WSE Listed Companies” to the Bank’s Supervisory Board for approval.

§ 2

The Resolution becomes effective as from 1 January 2012 upon approval by the Supervisory Board.

§ 3

The Management Board’s Resolution no. 133/2011, dated 22 November 2011 re. approval of “Code of Best Practice for WSE Listed Companies” is hereby revoked.

Mateusz Morawiecki	2011-12-06
Eamonn Crowley	2011-12-06
Justyn Konieczny	2011-12-06
Janusz Krawczyk	2011-12-06
Michael McCarthy	2011-12-06
Juan de Porras	2011-12-06
Marcin Prell	2011-12-06
Feliks Szyszkowiak	2011-12-06