

**BANK ZACHODNI WBK
SPÓŁKA AKCYJNA
MANAGEMENT BOARD**

**Management Board Resolution no. 64/2010
dated 30th June 2010**

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. 17/1249/2010 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 upon approval by the Supervisory Board.

§ 3

The Management Board’s Resolution no. 87/2007, dated 5 December 2007 re. approval of “Code of Best Practice for WSE Listed Companies” is hereby revoked.

Mateusz Morawiecki
President of Management Board