

re: item 7 of the agenda

**RESOLUTION OF THE ANNUAL GENERAL MEETING
OF BANK ZACHODNI WBK S.A.**

(draft)

re: profit distribution

Pursuant to art. 395 §2 point 2 of the Commercial Companies Code, the following is hereby resolved:

§ 1

General Meeting of Shareholders has divided the net profit generated by Bank Zachodni WBK in the accounting year commenced on 01.01.2014 and ended on 31.12.2014 in the amount of PLN 1,994,631,702.59 allocating the amount of PLN 1,041,980,176.19 to the reserve capital, the remaining part of net profit in the amount of PLN 952,651,526.40 is left undivided.

§ 2

The resolution becomes effective as of the date of its adoption.