

Drafts resolutions regarding item 12 of the agenda:

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

(draft)

re. appointing the Supervisory Board Member

Pursuant to art. 385 §1 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Considering the assessment of compliance with the requirements of the Article 22aa of the Banking Law of August 29, 1997, Mr. Gerry Byrne shall be appointed as a member of the Supervisory Board of Bank Zachodni WBK S.A.

§ 2

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

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

(draft)

re. appointing the Supervisory Board Member

Pursuant to art. 385 §1 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Considering the assessment of compliance with the requirements of the Article 22aa of the Banking Law of August 29, 1997, Mr. José Manuel Campa shall be appointed as a member of the Supervisory Board of Bank Zachodni WBK S.A.

§ 2

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

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

(draft)

re. appointing the Supervisory Board Member

Pursuant to art. 385 §1 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Considering the assessment of compliance with the requirements of the Article 22aa of the Banking Law of August 29, 1997, Mr. José Garcia Cantera shall be appointed as a member of the Supervisory Board of Bank Zachodni WBK S.A.

§ 2

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

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

(draft)

re. appointing the Supervisory Board Member

Pursuant to art. 385 §1 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Considering the assessment of compliance with the requirements of the Article 22aa of the Banking Law of August 29, 1997, Ms Danuta Dąbrowska shall be appointed as a member of the Supervisory Board of Bank Zachodni WBK S.A.

§ 2

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

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

(draft)

re. appointing the Supervisory Board Member

Pursuant to art. 385 §1 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Considering the assessment of compliance with the requirements of the Article 22aa of the Banking Law of August 29, 1997, Mr. David Hexter shall be appointed as a member of the Supervisory Board of Bank Zachodni WBK S.A.

§ 2

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

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

(draft)

re. appointing the Supervisory Board Member

Pursuant to art. 385 §1 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Considering the assessment of compliance with the requirements of the Article 22aa of the Banking Law of August 29, 1997, Mr. Witold Jurcewicz shall be appointed as a member of the Supervisory Board of Bank Zachodni WBK S.A.

§ 2

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

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

(draft)

re. appointing the Supervisory Board Member

Pursuant to art. 385 §1 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Considering the assessment of compliance with the requirements of the Article 22aa of the Banking Law of August 29, 1997, Mr. José Luis de Mora shall be appointed as a member of the Supervisory Board of Bank Zachodni WBK S.A.

§ 2

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

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

(draft)

re. appointing the Supervisory Board Member

Pursuant to art. 385 §1 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Considering the assessment of compliance with the requirements of the Article 22aa of the Banking Law of August 29, 1997, Mr. John Power shall be appointed as a member of the Supervisory Board of Bank Zachodni WBK S.A.

§ 2

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

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

(draft)

re. appointing the Supervisory Board Member

Pursuant to art. 385 §1 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Considering the assessment of compliance with the requirements of the Article 22aa of the Banking Law of August 29, 1997, Mr. Jerzy Surma shall be appointed as a member of the Supervisory Board of Bank Zachodni WBK S.A.

§ 2

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

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

(draft)

re. appointing the Supervisory Board Member

Pursuant to art. 385 §1 of the Commercial Companies Code, the following is hereby resolved:

§ 1

Considering the assessment of compliance with the requirements of the Article 22aa of the Banking Law of August 29, 1997, Ms Marynika Woroszylska-Sapieha shall be appointed as a member of the Supervisory Board of Bank Zachodni WBK S.A.

§ 2

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

Draft resolution regarding item 13 of the agenda:

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

(draft)

re. appointing the Chairman of the Supervisory Board

Pursuant to §25 (1) of the Bank's Statutes, it is hereby resolved as follows:

§ 1

Mr. Gerry Byrne is hereby appointed as the Chairman of the Supervisory Board of Bank Zachodni WBK S.A. from among the Members of the Supervisory Board.

§ 2

This resolution shall become effective upon its adoption.

Draft resolution regarding item 14 of the agenda:

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

(draft)

re. determining the remuneration of the Supervisory Board members

Pursuant to art. 392 §1 of the Commercial Companies Code as well as bearing in mind the following:

- having regard to Guidelines of European Banking Authority EBA/GL/2015/22 on sound remuneration policies under Articles 74(3) and 75(2) of Directive 2013/36/EU and disclosures under Article 450 of Regulation (EU) No 575/2013, and in particular its clause 171, according to which members of the supervisory function should be compensated only with fixed remuneration,
- having regard to (issued on the basis of Article 9f(1) of the Banking Law Act of 29 August 1997) Regulation of the Minister of Development and Finance of 6 March 2017 on the risk management and internal control system, remuneration policy and the detailed way of estimating internal capital in banks, and in particular its § 25,
- having regard to “Rules of Corporate Governance for Supervised Institutions”, issued by KNF (Polish Financial Supervision Authority) dated 22nd July 2014, adopted by Resolution no. 29 of Bank’s Annual General Meeting on 23rd April 2015, and in particular its § 28,
- having regard to Remuneration policy for Bank Zachodni WBK S.A. Supervisory Board Members, adopted by Resolution no. 44 of Bank’s Annual General Meeting dated 23rd April 2015 re., and in particular its § 4 and 6,

the following Resolution is adopted:

§ 1

1. The following remuneration per month is set for:
 - 1) the Chairman of the Supervisory Board – 24 000 PLN,
 - 2) Supervisory Board members domiciled in Poland – 12 000 PLN,
 - 3) Supervisory Board members not domiciled in Poland – 3 000 euro.
2. Irrespective of the remuneration specified in section 1 the following additional remuneration is set for the members of the Supervisory Board who are members of individual Committees at the Supervisory Board. The remuneration is paid for participation in each meeting of the Committee:
 - for the Audit and Compliance Committee Chairman domiciled in Poland – 12 000 PLN per meeting,
 - for the Audit and Compliance Committee Chairman not domiciled in Poland – 3 000 euro per meeting,
 - for the other members of the Audit and Compliance Committee domiciled in Poland – 8 400 PLN per meeting,
 - for the other members of the Audit and Compliance Committee not domiciled in Poland – 2 100 euro per meeting,
 - for the Nominations Committee Chairman – 5 800 PLN per meeting,
 - for the other members of the Nominations Committee domiciled in Poland – 4 800 PLN per meeting,
 - for the other members of the Nominations Committee not domiciled in Poland – 1 200 euro per meeting,
 - for the Remuneration Committee Chairman – 5 800 PLN per meeting,
 - for the other members of the Remuneration Committee domiciled in Poland – 4 800 PLN per meeting,
 - for the other members of the Remuneration Committee not domiciled in Poland – 1 200 euro per meeting,
 - for the Risk Committee Chairman domiciled in Poland – 12 000 PLN per meeting,
 - for the Risk Committee Chairman not domiciled in Poland – 3 000 euro per meeting,
 - for the other members of the Risk Committee domiciled in Poland – 8 400 PLN per meeting,
 - for the other members of the Risk Committee not domiciled in Poland – 1 200 euro per meeting.

3. The following Supervisory Board members shall not be remunerated:

- Mr. Gerry Byrne,
- Mr. José Manuel Campa,
- Mr. José Garcia Cantera,
- Mr. José Luis de Mora.

§ 2

The Bank will pay the remuneration referred to in §1 by the 10th of the month following the month in which the remuneration was earned.

§ 3

The Annual General Meeting Resolution no. 53 dated 16th April 2014 re. determining the remuneration of the Supervisory Board members shall be repealed.

§ 4

The resolution becomes effective on the day of its adoption.