Justification to the resolutions of the Ordinary Shareholders meeting dated 20 June 2013:

<u>Point 6 sub point 1 to 6) of the agenda</u>

Pursuant to art. 395 §1 of the Commercial Company Code the Ordinary General Shareholders Meeting for year 2012 should be held not later than by the end of June 2013. The proposed agenda presented in Point 6 sub-points from 1) to 6) includes issues which should be subject of an ordinary general shareholders meeting after each financial year pursuant to art 395 § 2 of the Commercial Companies Code. Management Board report included the Bank's declaration regarding the compliance with corporate governance rules in 2012 .

Presented Supervisory Board's report on its activity includes an evaluation of the internal control system and the significant risk management system and evaluation proposals of the Management Board concerning the division of profits.

The proposed dividend for 2012 represents 75% of the net profits for the year. The payout ratio of 75% conforms to the recommendation of Polish Financial Supervision Authority (Komisja Nadzoru Finansowego).

The Bank's equity amounted to PLN 7.3 bn as of 31 December 2012 and Capital Adequacy Ratio amounted to 17.7%.

According to risk appetite approved by the Supervisory Board, the Bank, as part of its strategy will continue to be a well capitalized Bank with diversified sources of income. The amount of risk assumed by the Bank while implementing its strategy shall ensure a target regulatory capital adequacy ratio on the level of minimum 12%.

At the same time, the Bank is aiming at maximization of return on equity dedicating capital surplus on dividend for shareholders. Taking into account the fact that the current Capital Adequacy Ratio remains at the level above 12% and simulations of capital requirements based on business plans for 2013 do not show any risk for Capital Adequacy Ratio to drop below the level indicated in the Bank's strategy, the Bank's Management Board proposes to pay 75% of the net profit as dividend.

General Risk Fund is created in order to cover all unidentified risks related to banking activities. In current global economy and difficulty in quantifying further risks related to banking activities, taking into account the fact that the fund was not increased in recent years, the suggested increase for this year is justifiable. At the same time the increase of General Risk Fund is one of the crucial factors determining according to the company income tax act whether Bank will be entitled to treat as tax deductible cost potential IBNR increase. Lack of fund increase would determine that Bank would not have the right to tax deduct IBNR increase recognized in 2013 profit and loss. According to the above stated circumstances the increase of General Risk Fund from the profit generated in 2012 is justifiable not only in the economic situation but in case of IBNR increase in 2013 will ensure the tax efficiency. The Management Board set the dividend date for 5 July 2013 (dividends day) and the date of the dividend payment for 30 August 2013. Final arrangement of the dividend date (Day D) and the date of dividend payment (Day W) is included in competence of the Ordinary General Meeting of the Bank.

The period recommended by the Bank between Day D and Day W is longer than the maximum period of 15 working days - stated in the Code of Best Practices in WSE. The arrangement for the longer period between Day D and Day W according to the Code of Best Practices requires a detailed justification. Information about above mentioned affairs, irrespective of publication of the current report, should be also published on the Bank's website. Justification concerning the arrangement for longer than 15 days period between Day D and Day W is presented below:

Due to the current organization of the process of dividends payment established in „Detailed Rules of operation of the National Depository for Securities" (so called: Rules) in order to ensure the correct reconciliation of tax due on revenue from dividends the gap between the day D (rights) and day W (payment) should be about two months.
Bank (issuer), acting as a tax payer of corporate income tax due on dividends paid, receives from other participants, i.e. the National Depository for Securities and Brokerages data on shareholders and dividend rights together with the tax certificates for shareholders having the seats outside of Poland (in case of applying the preferential tax rate). In particular the process includes:

1. According to the Rules, the National Depository for Securities informs issuer (Bank) on the amount to be passed to the account of the National Depository for Securities and provides the list of the Brokerages being agent for dividends payment to the shareholders;
2. Brokerages provide issuer (Bank) with the list of the shareholders having right to dividends and data on the amount of dividend. All above information is provided to Bank in paper only, by registered mail.
3. Bank, acting as a payer for corporate income tax on dividends is responsible for the correctness of tax reconciliation. Due to the above Bank verifies and clarifies provided data. In particular, the right to the preferential tax rate (resulting from Double Tax Treaty) and tax relief are required to be verified. As the result of the verification process the tax rate applied may be changed and the Brokerage may be required to provide the corrected data (lack of right for preferential tax rate or tax relief).

All data in the process either from the National Depository for Securities or Brokerages is provided in paper only. Due to the above, reconciliation of the dividend requires verification documents in paper and input of data to the dedicated system. Simplifications applied by other issuers allowing them to meet deadline set in Code of Best Practices in WSE, and determination by them taxpayer's status according to collective statement of brokerage house rather than original documents, shall be treated as unacceptable due to Ministry of Finance opinion. Such position was taken by Ministry of Finance in official reply to KDPW inquiry dated 6 July 2010 (DD4/8213/194/MMO/10/491). Without legislative changes The Bank has not possibility to change withholding tax process adopted in previous years. Due to the above in order to enable Bank, acting as the payer, to ensure the correct reconciliation of tax due on revenue from dividends the recommended gap between the day D (rights) and day W (payment) should be two months.
On April 22, 2013, Bank received information from the Polish Financial Supervision Authority (KNF) confirming that the Bank meets the criteria allowing for the distribution of its net profit for 2012 in the form of a dividend.

Point 6 sub point 7) of the agenda

Item 6 Sub-Item 7 of the agenda relates to the changes to the Bank's Article of Association as follows:

1) Change the paragraph 14 item 4 of the Articles of Association

The change regarding to place on the paragraph 14 item 4 Articles of Association of the criteria for independence set out in the Code of Best Practice for WSE Listed Companies (Code) . Code implementing these criteria for independence refers to the criteria included in Attachment No II to Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board. By implementing changes to the Articles of Association is proposed to simultaneously take into account the applicable wording of the Commercial Companies Code, which implements Council Directive 83/349/EEC by introducing a definition of an associated company that refers to the definition of a dominant company and an affiliated company. provided In addition it is proposed that the period of 12 years serving on the Supervisory Board shall be calculated from January 1, 2008 when the Code have been implemented.

2) Change the paragraph 18 item point 7).

The change regarding § 18 item 1 point 7) is to adjust the terms used in the Articles to reflect the current wording of the Accounting Act where the authorized entity (in case of the Bank it is the Supervisory Board) selects an entity authorized to audit financial statements to audit or review the financial statements. There will be no specific certified auditor selected any more. However, it will be still the certified auditor who will perform financial revision, including auditing and reviewing the financial statements of the Bank.

3) Change f the paragraph 25 item 2

The draft of amendment to § 25 item 2 of the Bank's Articles of Association, consisting in adding to the Articles of Association the competencies of the Management Board Member responsible for risk management appointed with the consent of the Polish Financial Supervision Commission.(PFSA) . Pursuant to Art. 22b para.1 of the Banking Law Act of 29 August 1997 the appointment of two members of the management board shall require the approval of the Polish Financial Supervision Authority (the PFSA). Pursuant to Art. 31 item 3 sub item 3) of the Banking Law Act of 29 August 1997 the Articles of Association should specify the competencies of the Management Board Members appointed with the consent of the PFSA. Currently the Bank's Articles of Association specify the competencies of the President of the Management Board, whose appointment requires the necessary PFSA approval, and the competencies of the Management Board Member holding a function of the Bank's CFO, as the second Management Board Member appointed with the consent of the PFSA.

Point 6 sub point 8) of the agenda

Sub-point 8 included the obligation to appoint the member of the Supervisory Board due to the expiration by the operation of law mandate Stephen Volk.

Point 7 of the agenda

Pursuant to the opinion of the Polish Financial Authority send to the all polish domestic banks included in the letter dated 17 April 2013 regarding the guidelines of the European Banking Authority on the assessment of members of a credit institution's management board, members of the supervisory board and individuals having significant role in day to day management of the bank this letter should be presented to the general meeting of shareholders appointing the members of the supervisory board.