

**Translation of Statutory Auditor's Report
supplementing the opinion on
consolidated financial statements of
Group Fortis Bank Polska SA
for the year ended
31 December 2010**

- providing certification services in accordance with the electronic signature regulations, excluding qualified certificates issued by the banks within transactions to which they are parties,
- providing agency services in international funds transfers and settlements in international trade,
- issue of electronic money instrument.

As at 31 December 2010, the share capital amounted to PLN 1,206,175,300 and was divided into 24,123,506 shares with a nominal value of PLN 50 each.

As at 31 December 2010 the shares in the Company were held as follows:

	<i>Number of shares</i>	<i>% in share capital</i>	<i>Number of voting rights at AGM</i>	<i>% in total number of voting rights</i>
Fortis Bank SA/NV	18 848 593	78,13%	18 848 593	78,13%
Dominet SA	5 243 532	21,74%	5 243 532	21,74%
Others	31 381	0,13%	31 381	0,13%
Total	24 123 506	100%	24 123 506	100%

As at 31 December 2010 the equity of the Company amounted to PLN 1,335,101 thousand.

As at 31 December 2009 the Management Board of Fortis Bank Polska SA was composed as follows:

- Frédéric Amoudru President of the Board
- Jan Bujak First Vice-president of the Board
- Jacek Obłękowski Vice-president of the Board
- Jaromir Pelczarski Vice-president of the Board
- Michel Thebault Vice-president of the Board
- Philippe Van Hellemont Vice-president of the Board
- Marta Oracz Member of the Board
- Stéphane Rodes Member of the Board

As from 1 June 2010, the Supervisory Board of the Bank appointed Mrs. Marta Oracz to the position of the Member of the Board of the Bank.

On 18 June 2010, the Supervisory Board of the Bank appointed Mr. Frédéric Amoudru to the position of the President of the Board of the Bank with the effect as from the date of receiving approval of the Polish Financial Supervisory Authority to this appointment, yet not earlier than on 1 July 2010. On 1 July 2010 the Supervisory Board inducted Mr. Frédéric Amoudru to the position of the President of the Board

As from 30 June, Mr Alexander Paklons resigned from the position of the President of the Board of the Bank and from the Management Board Membership. On the same date, the Supervisory Board accepted the resignation of M. Jean-Luc Deguel from his function of the Vice-president of the Board and from the Management Board Membership

The Supervisory Board of the Bank appointed Mr. Jean-Philippe Stéphane Rodes to the position of the Member of the Board as from 1 July 2010 until the end of the mandate, i.e. until the day of holding of the Ordinary General Meeting approving the financial statements of the Bank for the year 2014.

On 14 September 2010, Mr. Frédéric Amoudru obtained the necessary approval of the Polish Financial Supervisory Authority, which made his appointment effective.

As at 31 December 2009, the Supervisory Board of Fortis Bank Polska S.A. was composed as follows:

- Camille Fohl President
- Jarosław Bauc Vice-president
- Lars Machenil Vice-president
- Monika Bednarek Member of the Supervisory Board
- Jean Deullin Member of the Supervisory Board
- Marc Selles Member of the Supervisory Board
- Andrzej Wojtyna Member of the Supervisory Board

On 1 April 2010 Mr. Reginald De Gols stepped down as Member of the Supervisory Board of the Bank.

The Annual General Meeting of Shareholders held on 29 April 2010 appointed three Members of the Supervisory Board: Mr. Marc Selles, Mr. Lars Machenil and Mr. Jean-Marie Bellafiore. On the same day ended the mandates of Mr. Antoni Potocki and Mr. Zbigniew Desler.

The Extraordinary Meeting of the Bank held on 29 June 2010 appointed four new Members of the Supervisory Board, as from 1 July 2010: Mrs. Monika Bednarek, Mr. Jarosław Bauc, Mr. Andrzej Wojtyna and Mr. Jean Deullin. Simultaneously, the Extraordinary Meeting of the Bank dismissed Mr. Jean-Marie Bellafiore from the function of Member of the Supervisory Board, and appointed to his position Mr. Jean Deullin.

On 30 August 2010 the Supervisory Board appointed Mr. Jarosław Bauc to the position of the Vice-president of the Supervisory Board of the Bank.

As from 30 September 2010 Mr. Jos Clijsters resigned from the position of the Vice-president of the Supervisory Board and from his Supervisory Board Membership.

On 5 November the Supervisory Board appointed Mr. Lars Machenil to the position of the Vice-president of the Supervisory Board

The average employment in the audited period was of 2,816 employees.

1.3. Subsidiaries subject to consolidation

As at 31 December 2010 the only subsidiary was Spółka Towarzystwo Funduszy Inwestycyjnych Fortis Private Investments S.A. This entity was consolidated using full consolidation method. The composition of the Group did not change over the year.

1.4. Identification data of the consolidated financial statements

The audited consolidated financial statements comprise:

1. Consolidated balance sheet drawn up as at 31 December 2010, disclosing total assets and liabilities of PLN 18,539,076 thousand.
2. Consolidated profit and loss account for the period from 1 January 2010 to 31 December 2010 disclosing a net profit of PLN 41,574 thousand,
3. Consolidated statement of comprehensive income for the period from 1 January 2010 to 31 December 2010 disclosing a total income of PLN 43,459 thousand,
4. Consolidated statement of changes in equity for the financial year from 1 January 2010 to 31 December 2010 disclosing a decrease in consolidated equity of PLN 34,551 thousand,
5. Consolidated cash flow statement for the financial year from 1 January 2010 to 31 December 2010 disclosing an increase in cash balance by PLN 569,666 thousand,
6. Notes to the consolidated financial statements comprising a summary of significant accounting policies and other explanatory notes.

The parent entity and the subsidiary subject to consolidation prepared their financial statements as at 31 December 2010, i.e. the closing day.

Mazars Audyt Sp. z o.o. was appointed Statutory Auditor conducting the audit of the consolidated financial statements for the financial year ended on 31 December 2010 further to the decision of the Supervisory Board of 18 June 2010. The audit was carried out by Mazars Audyt Sp. z o.o., ul. Piękna 18, 00-549 Warsaw, registered as an entity entitled to examine the financial statements under entry 186, by virtue of the contract signed on 30 June 2010.

Mazars Audyt Sp. z o.o., the members of its Management Board and supervisory bodies and other persons participating in the audit of the consolidated financial statements of the Company comply with independence requirements within the meaning of the article 56, section 3 of the Act on Statutory Auditors and Their Self-Government and Entities Entitled to Audit Financial Statements and Public Supervision.

1.5. Principles of preparation of financial statements of related entities

All the subsidiaries in which the parent company holds directly or indirectly through its subsidiaries more than 50% of voting rights are subject to full consolidation.

Consolidated financial statements were prepared in accordance with the accounting standards resulting from the International Financial Reporting Standards approved by the European Union, and in matters non-regulated under the IFRS, in accordance with the Polish Accounting Act and related implementation provisions.

The consolidated balance sheet covers financial statements of the parent entity and the subsidiary, being part of the Group as at the balance sheet date.

The value of consolidated assets and liabilities results from adding up the appropriate figures of the unconsolidated financial statements and consolidated statements relating mainly to eliminations of the intercompany balances, unrealized profits and losses disclosed as items subject to consolidation, and

eliminations relating to shares in subsidiaries held by the parent entity along with the part of equity of each subsidiary that corresponds to the share of the parent entity.

The consolidated profit and loss account has been prepared by adding up appropriate items of the unconsolidated profit and loss accounts for the full financial year after eliminating revenues and expenses relating to transactions between consolidated entities.

II. ANALYTICAL SECTION

1. Main figures characterizing the Group

Profit and loss account (in PLN thousand)	2010	2009^{*)}	2008
Interest income	898 044	911 091	1 005 093
Interest expense	(313 349)	(489 228)	(609 171)
Net interest income	584 695	421 863	395 922
Fees and commissions income	214 837	177 704	190 847
Fees and commissions expense	(55 772)	(28 618)	(12 376)
Net fee and commission income	159 065	149 086	178 471
Dividend and other investment income	81	-	-
Net gain/loss on financial assets held for trading	74 844	(34 412)	(54 541)
Net gain/loss on available-for-sale financial assets	1 376	6 300	(3 233)
Net profit/loss on hedging transactions	-	-	257
Other revenues	28 879	26 980	14 914
Total income, net	848 940	569 817	531 790
Personnel expenses	(233 838)	(226 695)	(181 958)
Depreciation of fixed assets and intangible fixed assets	(76 031)	(58 377)	(38 470)
Other expenses	(288 942)	(229 612)	(145 612)
Net impairment write-offs	(192 666)	(576 294)	(62 776)
Profit before income tax	57 463	(521 161)	102 974
Income tax expense	(15 889)	91 281	(24 478)
Net profit	41 574	(429 880)	78 496

Balance sheet (in PLN thousand)	31/12/2010	31/12/2009^{*)}	31/12/2008
Cash and cash equivalents	1 172 870	832 724	1 494 888
Financial assets held for trading	194 290	664 305	1 372 145
Bank receivables	159 013	1 573 242	606 373
Customer receivables	13 151 131	13 811 556	14 823 117
Investments – Available for Sale	3 248 293	2 785 842	1 200 836
Other investments	12	12	-
Tangible and intangible assets	181 172	230 601	139 258
Fixed assets held for sale	4 785	-	-
Income tax settlements	84 015	48 554	-
Deferred tax assets	215 280	227 819	96 717
Other assets	128 215	119 828	135 670
Total assets	18 539 076	20 294 483	19 869 004
Financial liabilities held for trading	97 699	171 474	961 601
Dues to banks	745 774	2 011 154	2 276 963
Dues to customers	8 195 268	9 226 324	6 368 464
Credits and loans received	7 163 459	6 560 893	8 198 200
Liabilities relative to issuance of debt securities	30 000	30 000	-
Subordinated liabilities	565 236	582 984	417 240
Current tax liabilities	92	107	57 061
Other liabilities	386 046	286 140	354 679
Provisions	21 419	56 773	16 874
Equity	1 334 083	1 368 634	1 217 922
Total liabilities	18 539 076	20 294 483	19 869 004

^{*)} analyzing the above figures it should be underlined that in 2009 Fortis Bank Polska merged with Dominet Bank SA

2. Selected financial ratios

	31/12/2010	31/12/2009	31/12/2008
Balance sheet total (in PLN thousand)	18 539 076	20 294 483	19 869 004
Gross result (in PLN thousand)	57 463	(521 161)	(102 974)
Net result (in PLN thousand)	41 574	(429 880)	78 496
Equity (in PLN thousand)	1 334 083	1 368 634	1 217 922
Net result to equity ratio	3%	-31%	6%
Solvency ratio	13,64%	13,38%	9,88%
Income generating assets to total assets	72%	76%	78%
Interest bearing liabilities to total liabilities	92%	92%	92%

As at 31 December 2010 the balance sheet total amounted to PLN 18,539,076 thousand. The major items in the asset structure were customer receivables (mainly credits) in the amount of PLN 13,151,131 thousand. On the liability side the most important items on the balance sheet are liabilities to customers (mainly due to deposits) in the amount of PLN 8,195,268 thousand and loans and credits received in the amount of PLN 7,163,459 thousand.

In comparison with the previous year, the write-offs on credit receivables and interest expenses significantly decreased. By implication, in 2010 the Group recorded a net profit of PLN 41.574 thousand.

In our opinion, the results of the audit of the Bank's consolidated financial statements as at 31 December 2010, the analysis of the above presented ratios as well as all the information available to us as at the date of preparing this report and the opinion, do not disclose any threat to the continued operations of the Group over the 12 months from the cut off date.

III. DETAILED SECTION

1. Information about the audit course and accounting organisation

1.1. Legal provisions applied in the audit

The audit was conducted applying the following provisions:

- a) Provisions of International Standards on Auditing,
- b) Accounting Act of 29 September 1994 (Journal of Laws of 2009 No. 152, item 1223 with subsequent amendments),
- c) Act of 29 August 1997, Banking Law (Journal of Laws of 2002 No. 72, item 665 with subsequent amendments),
- d) Act of 7 May 2009 on Statutory Auditors and Their Self-government and Entities Entitled to Audit Financial Statements and Public Supervision (Journal of Laws of 2009 No. 77, item 649),
- e) Regulation of the Minister of Finance of 1 October 2010 on specific principles of accounting for banks (Journal of Laws of 2010 No. 191, item 1279),
- f) Regulation of the Minister of Finance of 16 December 2008 on the principles for establishing general banking risk provisions (Journal of Laws of 2008 No. 235, item 1589, with subsequent amendments),
- g) Code of Commercial Companies – the Act of 15 September 2000 (Journal of Laws No. 94, item 1 037, with subsequent amendments).

1.1. Consolidation documentation

The consolidation documentation kept by the parent entity complies in all material aspects with the requirements of International Financial Reporting Standards. The documentation comprises among others the description and explanation for each adjustment, the calculation of amounts and its presentation in the balance sheet and profit and loss account and permits to connect the data of the consolidated financial statements with the unconsolidated financial statements constituting the basis of its preparation.

2. Information about selected material elements of the financial statements

The numerical data was presented in the appendix constituting an integral part of this Statutory Auditor's Report.

2.1. Balance sheet

As at 31 December 20 the balance sheet total amounted to PLN 18,539,076 thousand. The major items in the asset structure were loans to customers (mainly credits) in the amount of PLN 13,151,131 thousand. On the liability side the most important items on the balance sheet are liabilities to customers (mainly due to deposits) in the amount of PLN 8,195,268 thousand and loans and credits received in the amount of PLN 7,163,459 thousand.

2.2. Profit and loss account

The consolidated financial statements include particular items of profit and loss accounts of entities making part of the Group as at the balance sheet date for the period from 1 January 2010 to 31 January 2010. Interest income of PLN 898,044 thousand constitutes the main source of income for the Group and was correctly assigned to the audited financial year in all material respects. In the audited period, the Group recorded a net profit of PLN 41,574 thousand. This was due to a significant decrease in write-offs on credit receivables and interest expenses.

2.3. Statement of comprehensive income

The statement of comprehensive income disclosing a total income of PLN 43,459 thousand was correctly presented in reference to the books of account.

2.4. Notes to the financial statements

Notes to the financial statements for the year ended 31 December 2010, including a description of significant accounting standards and additional information and explanations, were prepared, in all material respects, in accordance with International Financial Reporting Standards approved by the European Commission.

2.5. Cash-flow statement and statement of changes in equity

In accordance with International Financial Reporting Standards, the audited entity is under obligation to prepare a cash-flow statement and a statement of changes in equity. The cash-flow statement and the statement of changes in equity have been presented correctly in all material respects, with reference to the balance sheet and the profit and loss account.

2.6. Management Board Report

The information contained in the Management Board Report for the audited financial year, in the part relating to data contained in the accounting books, is compliant with the data presented in the financial statements as at 31 December 2010. The Management Board report complies, in all material aspects, with the requirements specified in Article 49 section 2 of the Accounting Act and with the Regulation of the Minister of Finance of 19 February 2009 on Current and Periodical Information Provided by Securities Issuers and Criteria of Recognizing as Equivalent the Information Required under Regulations of a Non-Member State (Journal of Laws of 2009 No. 33, item 259).

IV. FINAL COMMENTS

This document is an English translation of Statutory Auditor's report originally issued in Polish. The original language version takes precedence over this translation. The original report contains 10 pages numbered consecutively. The appendix comprising consolidated financial statements drawn up by FORTIS BANK POLSKA S.A. as at 31 December 2010 constitutes an integral part of the Statutory Auditor's report.

On behalf of:

Mazars Audyt Sp. z o.o. No. 186
Warszawa, ul. Piękna 18



Bogusław LASKOWSKI

Michel KIVIATKOWSKI

Key Statutory Auditor Partner
No. 6115

Partner

Warsaw, 14 March 2011