



# Draft Resolutions for the Annual General Meeting held on May 10, 2011

*Draft*

## Resolution No. 1

dated May 10, 2011

Of the Annual General Meeting of Fortis Bank Polska SA

### **concerning election of the Chairman of the Meeting**

The Annual General Meeting of Fortis Bank Polska SA elect:

..... as the Chairman of the Meeting

*Draft*

## Resolution No. 2

dated May 10, 2011

Of the Annual General Meeting of Fortis Bank Polska SA

### **concerning approval of the Agenda**

The Annual General Meeting of Fortis Bank Polska SA approve the presented Agenda of the Meeting:

1. Opening of the Annual General Meeting (AGM).
2. Election of the AGM Chairman.
3. Confirmation of a correct manner of convening the AGM and its ability to pass resolutions.
4. Approval of the AGM Agenda.
5. Election of the AGM Secretary.
6. Presentation of the 2010 separate financial statements and consolidated financial statements, the Board of Executives' Report regarding Fortis Bank Polska S.A. activity and the Board of Executives' Report regarding Fortis Bank Polska S.A. Group activity in 2010, 2010 Corporate Governance Report of Fortis Bank Polska SA and the 2010 Supervisory Board's Report.
7. Adopting resolutions regarding the following issues:
  - a) consideration and approval of the 2010 Financial Statements, the 2010 Board of Executives' Report and 2010 Corporate Governance Report of Fortis Bank Polska SA,
  - b) consideration and approval of the 2010 Consolidated Financial Statements, the Board of Executives' Report regarding Fortis Bank Polska S.A. Group activity in 2010 and 2010 Corporate Governance Report of Fortis Bank Polska SA,
  - c) approval of the 2010 Supervisory Board's Report,
  - d) approval of the discharge of Board of Executives' duties in the 2010 fiscal year,
  - e) approval of the discharge of the Supervisory Board's duties in the 2010 fiscal year,
  - f) distribution of the 2010 profit,
8. Adopting a resolution regarding allocation of general risk fund and use of reserve capital.
9. Adopting a resolution regarding settlement of the purchase of an organised part of an enterprise of BNP Paribas SA Branch in Poland.

10. Adopting a resolution regarding remuneration for the Supervisory Board members.
11. Adopting a resolution regarding the statement on the implementation of the *Code of Best Practice for WSE Listed Companies 2010* at Fortis Bank Polska SA.
12. Closing of the Meeting.

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## Resolution No. 3

dated May 10, 2011

Of the Annual General Meeting of Fortis Bank Polska SA

### **concerning election of the Secretary of the Meeting**

The Annual General Meeting of Fortis Bank Polska SA elect:

..... as the Secretary of the Meeting.

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## Resolution No. 4

dated May 10, 2011

of the Annual General Meeting of Fortis Bank Polska SA

### **concerning approval of the Separate Financial Statements for the 2010 fiscal year, the Board of Executives' Report for the 2010 fiscal year and 2010 Corporate Governance Report of Fortis Bank Polska SA**

Having taken into consideration the opinion of the Supervisory Board and the opinion of certified auditors, the Annual General Meeting of Fortis Bank Polska SA hereby approve:

- separate financial statements for the 2010 fiscal year, including the balance sheet, profit and loss statement, cash flow statement, change in the own capital and additional information,
- the Board of Executives' Report for the 2010 fiscal year, and
- 2010 Corporate Governance Report of Fortis Bank Polska SA.

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## Resolution No. 5

dated May 10, 2011

of the Annual General Meeting of Fortis Bank Polska SA

### **concerning approval of the Annual Consolidated Financial Statements of Fortis Bank Polska SA Capital Group for year 2010, the Board of Executives' Report on Fortis Bank Polska SA Group Activity in 2010, for which Fortis Bank Polska SA is dominant entity (Fortis Bank Polska SA Group Activity) for the 2010 fiscal year and 2010 Corporate Governance Report of Fortis Bank Polska SA**

Having taken into consideration the opinion of the Supervisory Board and the opinion of certified auditors, the Annual General Meeting of Fortis Bank Polska SA hereby approve:

- annual consolidated financial statements of Fortis Bank Polska SA Capital Group for the 2010 fiscal year, including the consolidated balance sheet, consolidated profit and loss

statement, consolidated cash flow statement, change in the consolidated own capital and additional information including introduction to the consolidated financial statements and additional information,

- the Board of Executives' Report on Fortis Bank Polska SA Group Activity for the 2010 fiscal year, and
- 2010 Corporate Governance Report of Fortis Bank Polska SA.

*Draft*

## Resolution No. 6

dated May 10, 2011

of the Annual General Meeting of Fortis Bank Polska SA

### **concerning approval of the 2010 Supervisory Board's Report**

The Annual General Meeting of Fortis Bank Polska SA, after consideration, approve the presented 2010 Supervisory Board's Report.

*Draft*

## Resolution No. 7

dated May 10, 2011

of the Annual General Meeting of Fortis Bank Polska SA

### **concerning the approval of the discharge of duties of the Board of Executives' members in the 2010 fiscal year**

Having considered the approved Financial Statements and the Board of Executives' Report, the Annual General Meeting of Fortis Bank Polska SA approve the discharge of duties in the 2010 fiscal year of the following Board of Executives' members:

**Frederic Amoudru** – President of the Board (from July 1, 2010; earlier he was appointed Vice President),

**Alexander Paklons** - President of the Board (until June 30, 2010),

**Jan Bujak** - Senior Vice President,

**Jaromir Pelczarski** - Vice President,

**Jacek Obłękowski** - Vice President,

**Philippe Van Hellemont** – Vice President,

**Michel Thebault** – Vice President,

**Jean-Luc Deguel** – Vice President (until June 30, 2010),

**Marta Oracz** – Member of the Board (from June 1, 2010),

**Stéphane Rodes** – Member of the Board (from July 1, 2010).

*Draft*

## Resolution No. 8

dated May 10, 2011

of the Annual General Meeting of Fortis Bank Polska SA

### **concerning the approval of the discharge of duties of the Supervisory Board members in the 2010 fiscal year**

Having considered the approved Supervisory Board's Report, the Annual General Meeting of Fortis Bank Polska SA approve the discharge of duties in the 2010 fiscal year of the following Supervisory Board members:

**Camille Fohl** – Chairman,

**Jos Clijsters** – Deputy Chairman (until September 30, 2010 )

**Jarosław Bauc** – Deputy Chairman (from August 30, 2010); from July 1, 2010 until August 29, 2010 he was appointed a Board Member,

**Lars Machenil** – Deputy Chairman (from November 5, 2010); from April 30, 2010 until November 4, 2010 he was appointed a Board member,

**Antoni Potocki** – Deputy Chairman (until April 29, 2010 )

**Mark Selles** – Board Member (from April 30, 2010),

**Jean Deullin** - Board Member (from July 1, 2010),

**Monika Bednarek** – Board Member (from July 1, 2010),

**Andrzej Wojtyna** – Board Member (from July 1, 2010),

**Jean-Marie Bellafiore** – Board Member (from April 30, 2010 until June 30, 2010),

**Reginald De Gols** – Board Member (until March 31, 2010),

**Zbigniew Dresler** – Board Member (until April 29, 2010).

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## **Resolution No. 9**

dated May 10, 2011

of the Annual General Meeting of Fortis Bank Polska SA

### **concerning distribution of the 2010 profit**

Having considered the Board of Executives' motion and the Supervisory Board's opinion, the Annual General Meeting of Fortis Bank Polska SA resolve that the net profit of the Bank for the 2010 fiscal year amounting to PLN **42 655 723,97** (in words: forty two million six hundred fifty five thousand seven hundred twenty three and 97/100 Polish zlotys) shall be distributed as follows:

- the portion of the profit of PLN **3 412 457,92** to be allocated for additional capital,
- the remaining portion of the profit of PLN **39 243 266,05** to be allocated to general risk fund.

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## **Resolution No. 10**

dated May 10, 2011

of the Annual General Meeting of Fortis Bank Polska SA

### **concerning allocation of general risk fund and use of reserve capital**

The Annual General Shareholders Meeting of Fortis Bank Polska S.A. resolve as follows:

- part of the general risk fund of PLN **79 000 000** (in words: seventy nine million Polish zlotys) will be allocated to the reserve capital, earmarked in particular for the settlement of the purchase of an organised part of an enterprise of BNP Paribas SA Branch in Poland.

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## Resolution No. 11

dated May 10, 2011

of the Annual General Meeting of Fortis Bank Polska SA

### **concerning settlement of the purchase of an organised part of an enterprise of BNP Paribas SA Branch in Poland**

The Annual General Meeting of Fortis Bank Polska SA resolve as follows:

having considered the motion of the Board of Executives and Supervisory Board, the Annual General Meeting of Fortis Bank Polska SA resolve to cover the negative difference of PLN **78,009,195.80** (in words: seventy eight million nine thousand one hundred ninety five and 80/100 Polish zlotys), arising from the purchase by Fortis Bank Polska SA of an organised part of an enterprise of BNP Paribas SA Branch in Poland, from the reserve capital.

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## Resolution No. 12

dated May 10, 2011

Of the Annual General Meeting of Fortis Bank Polska SA

### **concerning remuneration for the Supervisory Board's members**

The Annual General Meeting of Fortis Bank Polska SA approve the following monthly remuneration for the Supervisory Board's members:

1. Chairman: PLN .....
2. Deputy Chairman: PLN .....
3. Member: PLN .....

The aforesaid remuneration shall take effect on June 1, 2011

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## Resolution No. 13

dated May 10, 2011

Of the Annual General Meeting of Fortis Bank Polska SA

### **concerning the implementation of the "Code of Best Practice for WSE Listed Companies 2010" at Fortis Bank Polska SA.**

The Annual General Meeting of the Fortis Bank Polska SA accept the "Code of Best Practice for WSE Listed Companies 2010" (adopted by the Resolution no. 17/1249 of the Supervisory Board of the Warsaw Stock Exchange dated May 19, 2010) for implementation at Fortis Bank Polska SA, in the extent recommended by the Board of Executives and the Supervisory Board of Fortis Bank Polska SA.