



# Resolutions taken by extraordinary general meeting Fortis Bank Polska SA convened for March 18, 2011

## **Resolution No. 1**

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

The Extraordinary General Meeting of Fortis Bank Polska SA elects **Camille Fohl** as the Chairman of the Meeting.

Resolution No. 1 was taken unanimously. The number of shares for which votes have been validly cast is: 16,739,799 shares, which represent 69.39% of the Bank's share capital. The total number of votes validly cast: 16,739,799, including: 16,739,799 votes cast "for" the resolution; 0 votes "against" the resolution, and 0 abstentions.

## **Resolution No. 2**

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

The Extraordinary General Meeting of Fortis Bank Polska SA approves the presented Meeting Agenda with one amendment to point 6, which consists in separate voting over each paragraph of the Bank's Statute:

### **AGENDA of the Extraordinary General Meeting of Fortis Bank Polska SA convened for 18 March 2011**

1. Opening of the Extraordinary General Meeting of Shareholders
2. Election of the EGM Chairman.
3. Confirmation of a correct manner of convening the EGM and its ability to pass resolutions.
4. Approval of the EGM Agenda.
5. Election of the Returning Committee/Secretary of the EGM
6. Adopting resolutions regarding Statute amendments
7. Closing of the Meeting.

Resolution No. 2 was taken unanimously. The number of shares for which votes have been validly cast is: 16,739,799 shares, which represent 69.39% of the Bank's share capital. The total number of votes validly cast: 16,739,799, including: 16,739,799 votes cast "for" the resolution; 0 votes "against" the resolution, and 0 abstentions.

## **Resolution No. 3**

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

The Extraordinary General Meeting of Fortis Bank Polska SA elects **Camille Fohl** as the Secretary of the Meeting.

Resolution No. 3 was taken unanimously. The number of shares for which votes have been validly cast is: 16,739,799 shares, which represent 69.39% of the Bank's share capital. The total number of votes validly cast: 16,739,799, including: 16,739,799 votes cast "for" the resolution; 0 votes "against" the resolution, and 0 abstentions.

## **Resolution No. 4**

### **concerning amendment to Article 1 para.2 of the Bank's Statute**

The Extraordinary General Meeting of Fortis Bank Polska SA hereby adopts the following amendment to the Statute:

Article 1 para.2 of the Statute shall have the following new wording:



**„§ 1**

**2. Bank's name shall be: " BNP PARIBAS BANK POLSKA SPÓŁKA AKCYJNA".**

Resolution No. 4 was taken unanimously. The number of shares for which votes have been validly cast is: 16,739,799 shares, which represent 69.39% of the Bank's share capital. The total number of votes validly cast: 16,739,799, including: 16,739,799 votes cast "for" the resolution; 0 votes "against" the resolution, and 0 abstentions.

**Resolution No. 5**

**concerning amendment to Article 5 para.1 item 13) letter d) of the Bank's Statute**

The Extraordinary General Meeting of Fortis Bank Polska SA hereby adopts the following amendment to the Statute:

Article 5 para.1 item 13) letter d) of the Statute shall have the following new wording:

**„§ 5**

**d) brokerage activities as regards:**

- **accepting and forwarding orders to purchase or sell financial instruments,**
- **providing investment advisory services. "**

Resolution No. 5 was taken unanimously. The number of shares for which votes have been validly cast is: 16,739,799 shares, which represent 69.39% of the Bank's share capital. The total number of votes validly cast: 16,739,799, including: 16,739,799 votes cast "for" the resolution; 0 votes "against" the resolution, and 0 abstentions.

**Resolution No. 6**

**concerning amendment to Article 15 para.3 item 13 of the Statute the Bank's Statute**

The Extraordinary General Meeting of Fortis Bank Polska SA hereby adopts the following amendment to the Statute:

Article 15 para.3 item 13 of the Statute shall have the following new wording:

**"§ 15**

**13) appointment of an Audit Committee composed of the Supervisory Board members, responsible for e.g.:**

- a) **supervision over the Audit Department activity;**
- b) **monitoring the financial reporting process;**
- c) **monitoring efficiency of internal control systems, internal audit and risk management;**
- d) **monitoring the performance of financial review activities;**
- e) **monitoring the independence of a statutory auditor and an entity authorised to audit financial statements;**
- f) **putting forward recommendations to the Supervisory Board on acceptance or rejection of financial statements "**

Resolution No. 6 was taken unanimously. The number of shares for which votes have been validly cast is: 16,739,799 shares, which represent 69.39% of the Bank's share capital. The total number of votes validly cast: 16,739,799, including: 16,739,799 votes cast "for" the resolution; 0 votes "against" the resolution, and 0 abstentions.

**Resolution No. 7**

**concerning amendments to Article 22a of the Statute**

The Extraordinary General Meeting of Fortis Bank Polska SA hereby adopts the following amendment to the Statute:



Article 22a of the Statute shall have the following new wording:

**„§22a**

- 1. A system of internal controls operates in the Bank. The purpose of the system is to support decision processes in the manner that enables prevention of risks or their early detection, in particular by ensuring the following:
  - 1) effectiveness and efficiency of the Bank’s business,**
  - 2) reliability of financial reporting,**
  - 3) compliance of the Bank’s business with law provisions and internal regulations,**
  - 4) security of transactions and assets.****
- 2. The Supervisory Board, Board of Executives, managerial staff and all the remaining employees of the Bank participate in the internal control process, which covers operation of all organizational units of the Bank’s head office, branches and subsidiaries.**
- 3. The internal controls include:
  - 1) risk controls,**
  - 2) verification whether the Bank’s business is consistent with law provisions and internal regulations,**
  - 3) internal audit.****
- 4. Risk controls include, inter alia, functional control and a permanent operational control, performed in line with the internal control rules binding at the Bank.**
- 5. The internal controls are supervised by the Supervisory Board. In order to exercise its supervision in this respect, the Supervisory Board may, according to law provisions, appoint several of its members to form an audit committee.**
- 6. The quality of internal controls’ functioning is assessed independently and impartially by the Audit Department, whose tasks include monitoring, examination and assessment of the adequacy and effectiveness of internal controls, and providing opinions concerning the Bank’s management system, including the effectiveness of the management of risk related to the Bank’s activity.**
- 7. The status of the Audit Department guarantees an autonomy and impartiality of its activity, and authority necessary for performing its objective. The Audit Department Director manages works of the Audit Department.**
- 8. The Audit Department periodically notifies the Audit Committee, and at least once a year, the Supervisory Board, of weaknesses identified together with conclusions resulting from the internal audit assignments conducted likewise actions undertaken to remove these weaknesses or fulfil recommendations.**
- 9. Detailed rules of operation and the scope of activity of the Audit Department are established in internal regulations approved by the Bank’s Board of Executives.”**

Resolution No. 7 was taken unanimously. The number of shares for which votes have been validly cast is: 16,739,799 shares, which represent 69.39% of the Bank’s share capital. The total number of votes validly cast: 16,739,799, including: 16,739,799 votes cast “for” the resolution; 0 votes “against” the resolution, and 0 abstentions.