



Draft Resolutions for the Extraordinary General Meeting held on June 29, 2010

Draft

Resolution No. 1

dated June 29, 2010

Of the Extraordinary General Meeting of Fortis Bank Polska SA

concerning election of the Chairman of the Meeting

The Extraordinary General Meeting of Fortis Bank Polska SA elect:

..... as the Chairman of the Meeting

Draft

Resolution No. 2

dated June 29, 2010

Of the Extraordinary General Meeting of Fortis Bank Polska SA

concerning approval of the Agenda

The Extraordinary General Meeting of Fortis Bank Polska SA approves the presented Agenda of the Meeting.

Draft

Resolution No. 3

dated June 29, 2010

Of the Extraordinary General Meeting of Fortis Bank Polska SA

concerning election of the Secretary of the Meeting

The Extraordinary General Meeting of Fortis Bank Polska SA elect:

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

Draft

Resolution No. 4

dated June 29, 2010

Of the Extraordinary General Meeting of Fortis Bank Polska SA

concerning changes in the Supervisory Board's composition

The Extraordinary General Meeting of Fortis Bank Polska SA appoints as from June 29, 2010 the following persons as members of the Supervisory Board for the current five-year tenure which shall expire on the date of the Annual General Meeting approving financial statements for the financial year 2014:

1.
2.

The new members of Supervisory Board fulfill the independence criterion within the meaning of §13 section 1 point 1b of the Bank's Statute.

Effective 29 June 2010, the Supervisory Board composition will be as follows:

1.
2.

Draft

Resolution No. 5

dated June 29, 2010

Of the Extraordinary General Meeting of Fortis Bank Polska SA

concerning amendments to the Bank's Statute,

1. Having considered the Board of Executives' motion and the Supervisory Board's opinion, the Extraordinary General Meeting of Fortis Bank Polska SA hereby adopts the following resolution:

§ 16a section 2 and section 3 of the Statute shall have the following new wording:

„§ 16a

2. The primary scope of competence of the Board of Executives' President includes the management of the Board activity, convening and chairing of the Board meetings, presentation of the Board's standpoint before the Bank supervisory bodies and in external relations and also the oversight of the activity performed by the Bank's units responsible for internal audit and monitoring the observance of the Bank's internal regulations and commonly binding law (Compliance).

3. The primary scope of competence of the Executive, appointed subject to the consent of the Financial Supervision Authority, comprises risk management, including credit risk management."

§ 17a section 5 of the Statute shall have the following new wording:

„§ 17a

5. The Board of Executives may group organisational units and create lines. A line is managed by a managing director. "

§ 20 section 2 of the Statute shall have the following new wording:

"§ 20

2. All capital categories and funds established originate from the net profit, unless regulations require or permit their creation, increase or replenishment in other way. The additional capital is established from net profit deductions, amounting to the level to be decided upon at the General Meeting. The additional capital shall also accommodate the surplus between the issue and nominal price of the Bank shares. "

The Resolution becomes effective on the day of its adoption.

THE BOARD OF EXECUTIVES' JUSTIFICATION FOR THE DRAFT RESOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING DATED ON JUNE 29,2010.

The Board of Executives' Justification for the **draft resolution no. 4** of the Extraordinary General Meeting dated on June 29,2010 **concerning changes in the Supervisory Board's composition**

The adoption of a resolution no. 4 by the Extraordinary General Meeting aims at completion composition of the Supervisory Board with the independent members which is compliant with rule no. III. 6 of Code of Best Practice for WSE Listed Companies.

The Board of Executives' Justification for the **draft resolution no. 5** of the Extraordinary General Meeting dated on June 29,2010 **concerning amendments to the Bank's Statute**

The adoption of a resolution no. 5 by the Extraordinary General Meeting is connected with adjusting the Bank's Statute to the actually competence between board's members and amended provisions of the Code of Commercial Companies and Partnerships.