

**NOTICE  
OF THE EXTRAORDINARY GENERAL MEETING TO BE CONVENED**

The Board of Executives of Fortis Bank Polska S.A. with its registered office at ul. Suwak 3, 02-676 Warsaw, entered in the District Court for the capital city of Warsaw, XIII Commercial Division of the National Court Register (KRS) under No. 6421, holding paid-up share capital of PLN 1,206,175,300 (hereinafter referred to as "**the Bank**"), acting under article 398, 399 para. 1 article 402<sup>1</sup> and article 402<sup>2</sup> of the Code of Commercial Companies and Para. 10 section 2 and section 5 of the Bank's Statute, hereby convenes an Extraordinary General Meeting (hereinafter also referred to as "**EGM**").

**1. DATE, HOUR AND PLACE OF THE EXTRAORDINARY GENERAL MEETING AND ITS DETAILED AGENDA**

**1.1 Date, hour and place**

The Extraordinary General Meeting will be held on **29 June 2010 at 12:00 noon in Warsaw, at ul. Suwak 3.**

**1.2 Agenda:**

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 a resolution regarding changing in the Supervisory Board composition
7. Adopting a resolution regarding Statute amendments
8. Closing of the Meeting.

**2. COMMUNICATION BETWEEN SHAREHOLDERS AND THE BANK BY ELECTRONIC MEANS**

Subject to limitations provided under the Code of Commercial Companies, the Bank's shareholders can contact the Bank using electronic means of communication as far as the scope defined in this notice is concerned. In particular, the Bank's shareholders can file applications and make requests regarding the meeting agenda, ask questions and send notices and documents.

The shareholders can communicate with the Bank by electronic means, using an electronic channel only, that is electronic mail and the specially dedicated email address: [walnezgromadzenie@bnpparibasfortis.pl](mailto:walnezgromadzenie@bnpparibasfortis.pl), otherwise the mailing shall be considered not served. A risk of disclosure of data to an unauthorised person in connection with the use of an electronic form of communication with the Bank by the Bank's shareholder is on the part of the shareholder.

In the event a shareholder sends the Bank, by electronic means, documents which were originally executed in a language other than Polish or English, the shareholder shall attach their translation into Polish prepared by a sworn translator.

Any documents sent by a shareholder to the Bank, as well as by the Bank to the shareholder by electronic means, should be scanned to the PDF format.

Should any doubts arise, the Bank is always entitled to request the document originals.

### **3. RIGHT OF THE BANK'S SHAREHOLDER TO DEMAND PUTTING SPECIFIC ISSUES ON THE EGM AGENDA**

A shareholder or shareholders of the Bank, representing at least one twentieth of the Bank's share capital can demand that specific issues be added to the agenda of the EGM. Such a demand should be reported to the Bank's Board of Executives no later than twenty one days prior to the EGM date, i.e. by **8 June 2010** at the latest.

A demand to put specific issues on the EGM agenda should contain a justification or a draft resolution regarding the recommended agenda item. Such a demand can be made in writing and provided to the following address: 02-676 Warsaw, ul. Suwak 3, or by electronic means, pursuant to the rules described in item 2 above.

A shareholder shall attach to the notification, submitted in an electronic form or in writing, documents and information enabling to identify him as a shareholder holding the right to make such a demand, and also documents and information that enable to identify and confirm the powers of attorney of any persons representing or acting on behalf of the shareholder, as specified in item 6.2 herein below.

The Board of Executives will immediately announce changes to the agenda introduced at the demand of a shareholder or shareholders, however eighteen days prior to the predetermined date of the Extraordinary General Meeting at the latest. A new agenda will be announced in the manner appropriate for convening the Extraordinary General Meeting.

### **4. RIGHT OF A SHAREHOLDER TO FILE DRAFT RESOLUTIONS REGARDING ISSUES ADDED TO THE EGM AGENDA OR ISSUES THAT ARE TO BE ADDED TO THE AGENDA BEFORE THE EGM DATE**

A shareholder or shareholders of the Bank representing at least one twentieth of the Bank's share capital can, prior to the EGM date, submit draft resolutions to the Bank, in writing to the following address: 02-676 Warsaw, ul. Suwak 3, or by electronic means, pursuant to the rules described in item 2 above, regarding issues on the EGM agenda or issues that are to be put on the EGM agenda.

A shareholder shall attach to the notification, submitted in an electronic form or in writing, documents and information enabling to identify him as a shareholder holding the right to make such draft resolution, and also documents and information that enable to identify and confirm the powers of attorney of any persons representing or acting on behalf of the shareholder, as specified in item 6.2 herein below.

The Bank shall announce draft resolutions at its website forthwith.

### **5. RIGHT OF A SHAREHOLDER TO SUBMIT DRAFT RESOLUTIONS REGARDING ISSUES PUT ON THE AGENDA DURING THE EXTRAORDINARY GENERAL MEETING**

During the EGM meeting, each of the Bank's shareholders can propose draft resolutions regarding issues on the agenda.

### **6. INFORMATION ABOUT THE MANNER OF EXERCISING A VOTING RIGHT BY A PROXY, INCLUDING IN PARTICULAR FORMS USED WHILE VOTING BY PROXY,**

## **AND ABOUT THE MANNER OF NOTIFYING THE BANK USING ELECTRONIC MEANS OF COMMUNICATION ABOUT APPOINTING A PROXY**

Any shareholder of the Bank can participate in the EGM and exercise his/her voting right in person or by a proxy.

A power of attorney to participate in the EGM and to exercise voting rights is granted in writing or in an electronic form.

The form that enable a proxy to exercise voting rights is available at the Bank's website from the date of convening the EGM. It is not required to use the forms. The form contains instructions on exercising voting rights by a proxy, however it does not substitute a power of attorney granted to the proxy by a shareholder. The Bank will not check whether the proxies exercise their voting right in line with the instructions that they received from their respective principals.

### **6.1 Power of attorney in writing**

In the event a shareholder grants a power of attorney in writing, a proxy shall provide the following documents for inspection when making a list of attendees (unless such documents have been sent to the Bank beforehand):

- (a) original of the power of attorney,
- (b) an official copy of a register where the shareholder is registered, or another document that confirms the authorisation of the persons acting on behalf of the shareholder; and
- (c) a document that enables an identification of the proxy.

In the event any of the documents listed above is executed in a language other than Polish or English, the proxy shall append such a document with its translation into Polish prepared by a sworn translator.

### **6.2. The manner of notifying the Bank using electronic means of communication about granting a power of attorney**

Shareholders shall notify the Bank about granting a power of attorney in an electronic form using a specially dedicated email address: [walnezgromadzenie@bnpparibasfortis.pl](mailto:walnezgromadzenie@bnpparibasfortis.pl) In the notification about granting the power of attorney, the Bank's shareholder gives his/her telephone number and email address, and also the telephone number and email address of a proxy, by means of which the Bank can communicate with the shareholder and proxy. A notification about granting a power of attorney should also contain the scope of the power of attorney, namely, indicate the number of shares from which the voting rights will be exercised, and the date of the Extraordinary General Meeting at which the rights will be exercised.

Together with the notification of granting the power of attorney in an electronic form, the shareholder shall send a scan of the power of attorney signed.

In the event the power of attorney is not granted by a shareholder that is a natural person, the shareholder shall send the following to the Bank:

- (a) a scan of an official copy of a register where the shareholder is registered; or
- (b) a scan of another document that confirms the authorisation of people acting on behalf of such a shareholder.

If the power of attorney is granted to an entity other than a natural person, the Bank's shall be provided additionally with the following:

- (a) a scan of an official copy of a register where the proxy is registered; or
- (b) A scan of another document that confirms that such a proxy exists.

In the event any of the documents listed above is executed in a language other than Polish or English, the Shareholder shall append such a document with a scan of its translation into Polish prepared by a sworn translator.

The rules described above are applied accordingly to the notification sent to the Bank by electronic means about a revocation of a power of attorney.

A notification about granting or revoking a power of attorney in an electronic form should be sent by 3.00 p.m. on the day preceding the EGM date at the latest.

The rules described above shall not release the proxy from the duty to present documents that confirm his/her identification, when making a list of attendees authorised to participate in the EGM.

### **6.3. A verification of validity of the power of attorney and identification of a shareholder and a proxy**

- In order to check the validity of the power of attorney granted in an electronic form and to identify the Bank's shareholder and a proxy

The Bank has the right to contact the shareholder by telephone, using the number indicated by him/her pursuant to item 6.2. above, or by sending an email to his/her return email address, in order to verify the fact of granting a power of attorney in an electronic form by a given shareholder. The Bank has the right to contact both the shareholder and the proxy.

The Bank can undertake other additional measures to identify a shareholder and proxy to verify the validity of the power of attorney granted in an electronic form, however any such actions will be commensurate to the purpose.

A notification about granting or revocation of the power of attorney in an electronic form which fails to meet the requirements indicated in item 6.2 above shall be ineffective towards the Bank.

Shareholders shall be allowed to take part in the Extraordinary General Meeting upon producing their identity document, and proxies upon producing their identity document and their power of attorney granted in writing or in an electronic form (in this case the proxy shall produce a printout of his/her power of attorney). Representatives of legal persons or organisational units having no legal status should, additionally, present valid official copies of the entries in respective registers, listing all persons authorised to represent the entities in question.

## **7. POSSIBILITY AND MANNER OF PARTICIPATION IN THE EGM USING ELECTRONIC MEANS OF COMMUNICATION**

The Bank does not provide for a possibility of participation in the EGM using electronic means of communication.

## **8. INFORMATION ABOUT THE MANNER OF EXPRESSING ONE'S VIEWS DURING THE EGM USING ELECTRONIC MEANS OF COMMUNICATION**

The Bank does not provide for a possibility of expressing one's views during the EGM using electronic means of communication.

## **9. INFORMATION ABOUT THE MANNER OF EXERCISING VOTING RIGHTS BY POST OR USING ELECTRONIC MEANS OF COMMUNICATION**

The Bank does not provide for a possibility of exercising voting rights by post or using electronic means of communication.

## **10. DATE OF REGISTRATION OF PARTICIPATION IN THE EXTRAORDINARY GENERAL MEETING**

Pursuant to Article 406 (1) of the Code of Commercial Companies, the date of registration of one's participation in the EGM is **13 June 2010** (hereinafter referred to as the **Registration Date**) falling 16 days before the EGM date.

## **11. INFORMATION ABOUT THE RIGHT TO PARTICIPATE IN THE EXTRAORDINARY GENERAL MEETING**

Only the persons being the Bank's shareholders as at the Registration Date shall have the right to participate in the EGM.

However, the participation right is vested only in the shareholders who would apply, not before the EGM convening notice date and not after 14 June 2010 (i.e. the first business day after the Registration Date) to the entities holding their securities accounts for issuing inscribed certificates confirming the right to participate in the Extraordinary General Meeting.

## **12. LIST OF SHAREHOLDERS**

A list of shareholders authorised to participate in the Extraordinary General Meeting shall be made available at the Bank's registered office in Warsaw at ul. Suwak 3, from 9:00 a.m. to 3:00 p.m., three days before the EGM date.

A shareholder of the Bank can demand that a list of shareholders authorised to participate in the EGM be sent to him/her, by email and free of charge, while he/she provides his/her email address where the list should be sent to. Such a demand should be sent to the Bank at the address indicated in item 2 of this notice.

A shareholder of the Bank has the right to demand copies of requests regarding issues covered by the agenda, within a week before the EGM.

## **13. ACCESS TO DOCUMENTATION**

The full text of documentation to be presented during the EGM along with draft resolutions, will be published at the Bank's website on the day when the EGM is convened and made available at the following address: 02/676 Warsaw, ul. Suwak 3.

Comments of the Board of Executives or Supervisory Board regarding issues on the agenda of the Extraordinary General Meeting or issues to be put on the agenda before the date of the Extraordinary General Meeting, will be available on the Company's website and at the following address: 02/676 Warsaw, ul. Suwak 3, immediately after their formulation.

#### **14.ADDRESS OF THE BANK WEBSITE WHERE INFORMATION REGARDING THE EGM WILL BE PUBLISHED**

Any information regarding the EGM are published at the Bank's website: <http://www.bnpparibasfortis.pl/english/general-meeting.htm>

**The Bank publishes the contents of the recommended amendments to the Statute and the existing wording of the provisions that are to be amended:**

§ 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."**

The existing wording of § 16a section 2 and section 3 of the Statute:

##### *„§ 16a*

*2. The primary scope of competence of the Board of Executives' President includes the management of the Board's work and management of the Bank's activity areas covering internal controls and human resources.*

*3. The primary scope of competence of the Executive(s) appointed subject to the consent of the Polish Financial Supervision Authority includes the management of the Bank's activity areas regarding, respectively:*

*1) strategic credit risk management,*

*2) the function monitoring the observance of the Bank's internal regulations and commonly binding law (Compliance),*

*3) ensuring the Bank's business continuity, including the continuity of the statutory activity performance by the coordination of back-up operational processes,*

*4) effecting cash settlements."*

§ 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. "**

The existing wording of § 17a section 5 of the Statute:

##### *„§ 17a*

*5.The Board of Executives may group organizational units and create business lines that are functionally separated organizational structures, designated for a comprehensive service of*

*specific customer segments or performance of specific banking services. A business 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 existing wording of § 20 section 2 of the Statute:

**„§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 and also supplementary payments effected by the Bank shareholders earmarked for the coverage of balance sheet losses.”*