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Rules of procedure of Fortis Bank Polska SA general meeting

Adopted by the Annual General Meeting on April 29, 2010

§ 1

1. General Meetings of Fortis Bank Polska SA, hereinafter referred to as the General Meeting, can be annual or extraordinary.
2. The General Meeting shall be convened under the rules defined in the Code of Commercial Companies and Partnerships and in the Bank's Statute.
3. The General Meeting is held according to the provisions of the Code of Commercial Companies and Partnerships, the Bank's Statute and these Rules of Procedure.

§ 2

1. Persons who are the Bank's shareholders on the date falling sixteen days prior to the date of the General Meeting (the date of registration of participation in the General Meeting) shall have the right to participate in the General Meeting.
2. The date of registration of participation in the General Meeting shall be the same for all types of the Company's shares.
3. Persons authorised under inscribed shares and temporary certificates, likewise pledgees and users who are entitled to vote, shall have the right to participate in the General Meeting if they are entered into the share register on the date of registration of participation of the General Meeting.
4. Bearer shares that have a form of a document shall entitle to participation in the General Meeting provided that share documents are submitted to the Company no later than on the date of registration of participation in the General Meeting and are not withdrawn before the end of that date. Instead of shares, a certificate can be submitted that has been issued as evidence of depositing shares with a notary, bank or investment firm that have a register office or branch on the territory of the European Union or a state that is a party to the agreement on the European Economic Area, indicated in the notice of the General Meeting to be convened. Such a certificate indicates numbers of share documents and states that share documents will not be issued prior the lapse of the date of registration of participation in the General Meeting.
5. Dematerialised bearer shares shall entitle to participation in the General Meeting of the Company, provided that they are evidenced in a list prepared by the National Depository for Securities on the basis of lists prepared by brokerage houses and other entities authorised under the Trading in Financial Instruments Act, based on inscribed certificates confirming the right to participate in the General Meeting or other equivalent documents issued pursuant to the provisions of the Trading in Financial Instruments Act. The aforesaid list is rendered available to the Bank by the National Depository for Securities by electronic means of communication, no later than one week before the date of the General Meeting. The entity that keeps a securities account shall issue an inscribed certificate confirming the right to participate in the General Meeting at the request of the person authorised under dematerialised bearer shares, filed not earlier than after the notice of the General Meeting to



- be convened and no later than on the first business day following the date of registration of participation in the General Meeting.
6. A list of persons authorised under bearer shares to participate in the General Meeting will be determined by the Company's Board of Executives on the basis of shares and deposit certificates submitted to the Company pursuant to item 4 above, and a list prepared by the National Depository for Securities pursuant to the provisions on Trading in Financial Instruments Act.
 7. The list should contain the following:
 - a. Name and surnames or firms (names) of the authorised to participate in the General Meeting,
 - b. Place of residence (registered office) or mailing address as regards a natural person,
 - c. quantity, type and numbers of shares, likewise the number of votes that the shares entitle to.
 8. The list referred to in items 6 and 7 should be available for inspection at the premises of the Company's Board of Executives, three business days prior to the date of the General Meeting.
 9. A shareholder can view the list of persons authorised to participate in the General Meeting and request a copy of such a list. A shareholder can request that a copy of the list of persons authorised to participate in the General Meeting be sent to him/her free of charge, while indicating the respective email address to the Company.

§ 3

1. The notification about the General Meeting is sent to the Supervisory Board Members, Board of Executives' Members and the Company's auditor, who should be present at the General Meeting and provide explanations and information regarding the Company within the scope of their respective competence and to the extent necessary for settlement of issues discussed at the General Meeting.
2. In the event of an absence of a Supervisory Board's Member, explanations are given by the Chairman of the Supervisory Board or a person authorised by him/her. In the event of an absence of a Member of the Board of Executives, explanations are given by the President of the Board of Executives or a person authorised by him/her.
3. The General Meeting can be attended also by other persons invited by the Board of Executives.

§ 4

Neither the Company's Statute nor these Rules of Procedure provide for a possibility of participation of a shareholder in the General Meeting using electronic means of communication, or voting by post at the General Meeting.

§ 5

1. Shareholders have the right to participate in the General Meeting in person or through their proxies.
2. A power of attorney to participate in the General Meeting and to exercise voting rights must be granted in writing or in an electronic form. Granting a power of attorney in an electronic form does not require a secure electronic signature verified by a valid qualified certificate.
3. The Company is notified about granting a power of attorney in an electronic form through electronic mail to the address indicated in the notice of the General Meeting.

§ 6

1. The General Meeting is opened by the Chairman or Deputy Chairman of the Bank's Supervisory Board, who ordains the election of the Chairman of the General Meeting.



2. In the event the Chairman or Deputy Chairman of the Supervisory Board is absent, the right referred to in item 1 above shall be vested in the President of the Board of Executives or a person designated by the Board of Executives.
3. The Chairman of the General Meeting can be only a Shareholder or a Shareholder's proxy, who :
 - a) has been elected by voting,
 - b) has been appointed by a shareholder or shareholders representing at least a half of the share capital or at least a half of the overall number of votes, who have used the right to convene the Extraordinary General Meeting,
 - c) has been appointed by the registration court in the event of authorising the court to convene the Extraordinary General Meeting by shareholders who represent at least one twentieth of the share capital.
4. The mandate of the Chairman of the General meeting shall expire at the moment of drawing up minutes and signing them.

§ 7

1. The Chairman of the General Meeting shall chair the Meeting, give and take away the floor, order voting and determine which resolution has been passed and then announce it, adhere to the agenda, and provide the notary who writes minutes with data that obligatorily must be included in the minutes. The Chairman also signs an attendance list at the General Meeting.
2. The Chairman of the General Meeting, to ensure its legality and smooth running, can ask experts and the notary who takes minutes for their opinion.
3. The Chairman of the Meeting has the right, on his own initiative, at the request of a participant in the General Meeting, a Member of the Board of Executives or of the Supervisory Board, ordain short (no longer than one hour) breaks in the General Meeting, which will not be considered an adjournment of the General Meeting.
4. A break in General Meeting that lasts longer than one hour can be ordained by a resolution of the General Meeting passed by the majority of two thirds of votes, however breaks so ordained cannot last for longer than thirty days in total.
5. Breaks in the General Meeting cannot be aimed at hindering shareholders in the exercise of their rights.

§ 8

1. The Chairman of the General Meeting shall, immediately after his/her election, sign the attendance list that contains the list of participants in the General Meeting and specifies the number of shares held by each of them likewise the number of votes they are entitled to.
2. The attendance list is prepared by persons designated to do so by the Board of Executives. The attendance list is prepared on the basis of a list of shareholders, referred to in § 2 item 6 of these Rules of Procedure.
3. When preparing the attendance list, the designated persons should:
 - a) check whether a participant in the General Meeting is authorised to participate in the General Meeting,
 - b) verify the identity of a participant in the General Meeting or his/her proxy, on the basis of his/her identity card or another reliable document,
 - c) check the correctness of the power of attorney that should be then attached to the minutes of the General Meeting,
 - d) obtain a signature of the participant in the General Meeting, or his/her proxy, on the attendance list,
 - e) give a relevant document to the participant in the General Meeting or his/her proxy to enable him/her to vote.
4. The attendance list shall be available for inspection during the entire General Meeting until it is closed. Persons who prepare the attendance list shall enter, on an ongoing basis, any changes concerning the participants in the General Meeting, while specifying the moment such changes occur.



§ 9

1. Having signed the attendance list, the Chairman of the General Meeting confirms the correctness of convening the General Meeting and its ability to pass resolutions.
2. Shareholders resolve to adopt the General Meeting agenda. After the adoption, the agenda may not be changed. As regards issues not listed on the agenda, a resolution may not be adopted, unless the entire share capital is represented at the General Meeting, and the resolution is passed unopposed.
3. A motion to convene an Extraordinary General Meeting and motions on procedural issues can be resolved, although they have not been put on the agenda.

§ 10

1. Shareholders attending the General Meeting shall elect the Secretary of the General Meeting. At the request of Shareholders who hold one tenth of the share capital represented at the General Meeting, instead of the Secretary of the General Meeting, a Mandate and Returning Committee composed of three (3) persons is elected.
2. Tasks of the Mandate and Returning Committee, or the Secretary of the General Meeting, shall include the following:
 - a) watching over correct preparation of the attendance list of participants - Shareholders entitled to voting. The list should include a number of shares represented by each shareholder and number of votes s/he is entitled to,
 - b) verifying the submitted powers of attorney to represent the Shareholders absent at the General Meeting,
 - c) reporting to the Chairman on the attendance of the Shareholders and their votes, and submitting to the Chairman the attendance list of the Shareholders for his signature,
 - d) making the Shareholders' attendance list at the General Meeting available for inspection,
 - e) drawing up minutes of the activity of the Mandate and Returning Committee, or the Secretary, as appropriate.
3. The Bank's Board of Executives undertakes all actions to ensure that the General Meeting is run smoothly.
4. Resolutions of the General Meeting are adopted by the absolute majority of votes cast and are valid regardless of the amount of share capital represented at the General Meeting. In cases provided for in the Statute or the Code of Commercial Companies and Partnerships, resolutions must be taken by qualified majority voting. In particular, resolutions regarding amendments to the Bank's Statute require the majority of 3/4 (75%) votes cast.
5. Resolutions are voted on at the call of the Chairman of the Meeting. The Chairman conducts a discussion about the subject matter of the proceedings and informs the Meeting participants about:
 - a) item on the agenda that is subject to the vote,
 - b) contents of the motion which is to be voted on,
 - c) designation of cards which are to be used in the vote,
 - d) number of votes required to approve the motion.
6. The Shareholders may vote in a traditional manner, i.e. by a show of hands or by using electronic devices. The Board of Executives of Fortis Bank Polska SA shall decide about the manner of voting depending on the number of Shareholders entitled to participate in the General Meeting. Before the first voting, the Chairman of the Meeting shall inform the Shareholders about the voting manner.
7. The voting is open. The secret ballot is ordained over motions regarding election to the Supervisory Board and removal of the Bank Authorities' members or liquidators, over motions regarding bringing them to justice, likewise in personal cases. Besides, it may be ordained on demand of at least one of the present Shareholders entitled to voting.
8. Persons entitled to voting at the Meeting, the Bank Board of Executives and the Supervisory Board have the right to put forward motions, i.e. to propose contents of resolutions. A written



motion, addressed to the Fortis Bank Polska SA authorities is handed over to the Chairman of the Meeting. The motion should bear the first name and surname of the motion proposer and the number of supporting shares.

9. Any Shareholder objecting to a resolution has an opportunity to justify his/her objection.
10. A resolution not to consider an issue included in the agenda may be taken only if it is supported by material and sound reasons. A motion in this respect should be accompanied by a detailed justification. The General Meeting cannot adopt resolutions to remove an item from the agenda, or not to consider an issue, included in the agenda at the request of the shareholders.
11. Voting on issues placed on the agenda may be carried out only on issues related to the conduct of the Meeting. This voting procedure cannot apply to resolutions which may have impact on the exercise by the shareholders of their rights.
12. At the request of a participant in the General Meeting, his/her written statement on issues covered by the Meeting is recorded concisely in the minutes.
13. After the agenda has been exhausted, the Chairman of the General Meeting lodges a motion to close the General Meeting. After the General Meeting has been closed, no motions may be lodged.
14. In matters not regulated in these Rules of Procedure, the provisions of the Statute of Fortis Bank Polska SA and the Code of Commercial Companies and Partnerships shall be applicable.