



Draft Resolutions for the Annual General Meeting held on April 29, 2010

Draft

Resolution No. 1

dated April 29, 2010

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 April 29, 2010

Of the Annual General Meeting of Fortis Bank Polska SA

concerning approval of the Agenda

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

Draft

Resolution No. 3

dated April 29, 2010

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.

Draft

Resolution No. 4

dated April 29, 2010

of the Annual General Meeting of Fortis Bank Polska SA

concerning approval of the Financial Statements for the 2009 fiscal year and the Board of Executives' Report for the 2009 fiscal year

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:

- financial statements for the 2009 fiscal year, including the balance sheet, profit and loss statement, cash flow statement and additional information, and
- the Board of Executives' Report for the 2009 fiscal year.

Draft

Resolution No. 5

dated April 29, 2010

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 2009 and the Board of Executives' Report on Fortis Bank Polska SA Group Activity in 2009, for which Fortis Bank Polska SA is dominant entity (Fortis Bank Polska SA Group Activity), for the 2009 fiscal year

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 2009 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, and
- the Board of Executives' Report Fortis Bank Polska SA Group Activity for the 2009 fiscal year.

Draft

Resolution No. 6

dated April 29, 2010

of the Annual General Meeting of Fortis Bank Polska SA

concerning approval of the Supervisory Board's Report for the 2009 fiscal year

The Annual General Meeting of Fortis Bank Polska SA, after consideration, approve the presented Supervisory Board's Report for the 2009 fiscal year.

Draft

Resolution No. 7

dated April 29, 2010

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 2009 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 2009 fiscal year of the following Board of Executives' members:

Alexander Paklons – President of the Board,

Jan Bujak – Senior Vice President,

Jean-Luc Deguel – Vice President,

Jaromir Pelczarski – Vice President,

Jacek Obłəkowski – Vice President (from April 1,2009)

Frederic Aoudru – Vice President (from November 13, 2009)

Philippe Van Hellemont – Vice President (from June 16, 2009)

Michel Thebault – Vice President (from September 1, 2009)

Draft

Resolution No. 8

dated April 29, 2010

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 2009 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 2009 fiscal year of the following Supervisory Board members:

Camille Fohl – Chairman (from June 26,2009),

Jos Clijsters – Deputy Chairman (from June 26,2009 was appointed on Deputy Chairman)

Antoni Potocki – Deputy Chairman,

Zbigniew Dresler- Board Member

Reginald De Gols - Board Member (from June 26, 2009),

Lucas Willemys - Board Member (until September 30, 2009),

Christopher Norris - Board Member (until January 31, 2009),

Peter Ullmann- Board Member (until June 26,2009)

Draft

Resolution No. 9

dated April 29, 2010

of the Annual General Meeting of Fortis Bank Polska SA

concerning covering of the 2009 loss

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 after-tax loss (net financial result) of the Bank for the 2009 fiscal year amounting to PLN **428 670 334,75** (say: four hundred twenty eight million six hundred seventy thousand three hundred thirty four and 75/100 Polish zlotys) will be covered from the Bank's additional capital .

Draft

Resolution No. 10

dated April 29, 2010

Of the Annual General Meeting of Fortis Bank Polska SA

concerning appoints the Supervisory Board's composition

The Annual General Meeting of Fortis Bank Polska SA in connection with expire cadence of the Supervisory Board appoints the Supervisory Board composition as follows:

1.
2.
3.
4.
5.

on the next five-year tenure which shall expire on the date of the Annual General Meeting approving financial statements for the financial year 2014.

Draft

Resolution No. 11

dated April 29, 2010

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 1 May, 2010

Draft

Resolution No. 12

dated April 29, 2010

of the Annual General Meeting of Fortis Bank Polska SA

concerning approval of the Dominet Bank S.A. Financial Statements from January 1, 2009 to July 31,2009 and the Dominet Bank S.A. Board of Executives Report from January 1,2009 to July 31, 2009 :

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:

- Dominet Bank S.A. financial statements from January 1,2009 to July 31,2009, including the balance sheet, profit and loss statement, cash flow statement and additional information, and
- Dominet Bank S.A. Board of Executives Report from January 1,2009 to July 31,2009.

Draft

Resolution No. 13

dated April 29, 2010

Of the Annual General Meeting of Fortis Bank Polska SA

concerning approval of the Dominet Bank S.A. Supervisory Board's Report from January 1 ,2009 to July 31,2009.

The Annual General Meeting of Fortis Bank Polska SA, after consideration, approve the presented Dominet Bank Supervisory Board's Report from January 1,2009 to July 31,2009.

Draft

Resolution No. 14

dated April 29, 2010

of the Annual General Meeting of Fortis Bank Polska SA

concerning the approval of the discharge of duties of the Dominet Bank S.A. Board of Executives members from January 1,2009 to July 31,2009

Having considered the approved Dominet Bank S.A. Financial Statements and the Dominet Bank S.A. Board of Executives' Report, the Annual General Meeting of Fortis Bank Polska SA approve the discharge of duties from January1,2009 to July 31,2009 of the following Dominet Bank S.A. Board of Executives members:

Jacek Obłəkowski – President of the Board,

Robert Woźniak – Vice President,

Bogdan Bruczek – Vice President (until March 31,2009)

Adam Karolak – Vice President (until March 31,2009)

Piotr Urbańczyk - Vice President (until March 31,2009)

Jan Bujak – Vice President (from April 1,2009)

Jaromir Pelczarski – Vice President (delegated to the function of vice president in the period 01.04.2009-22.04.2009 and 24.04.2009-24.06.2009, appointed from June 25, 2009)

Draft

Resolution No. 15

dated April 29, 2010

of the Annual General Meeting of Fortis Bank Polska SA

concerning the approval of the discharge of duties of the Dominet Bank S.A. Supervisory Board members from January 1,2009 and July 31,2009

Having considered the approved Dominet Bank S.A. Supervisory Board's Report, the Annual General Meeting of Fortis Bank Polska SA approve the discharge of duties from January 1,2009 to July 31,2009 of the following Dominet Bank S.A. Supervisory Board members:

Alexander Paklons – Chairman

Jozef Kenis – Board Member,

Charles David McArthur – Board Member,

Piotr Kowynia - Board Member,

Jaromir Pelczarski - Board Member (until June 24, 2009),

Philippe Van Hellemont - Board Member (from June 24, 2009),

Draft

Resolution No. 16

dated April 29, 2010

of the Annual General Meeting of Fortis Bank Polska SA

concerning settlement of the merger of Dominet Bank S.A. and Fortis Bank Polska S.A. taking into account the loss incurred by Dominet Bank S.A. in the period from 1 January 2009 to 31 July 2009.

Having considered the Board of Executives' motion and the Supervisory Board's opinion, the Annual General Meeting of Fortis Bank Polska SA considering that:

- in a financial statement as at 31 July 2009, Dominet Bank S.A. presented assets in the amount of PLN 3,264,856,012.14, liabilities in the amount of PLN 3,066,388,597.08, equity of PLN 198,467,415.06 including the loss incurred in 2009 in the amount of PLN (-)64,560,785.43.
- the aforementioned financial statement was the last statement of Dominet Bank S.A. which on 31 July 2009, due to a merger with Fortis Bank Polska SA ceased to exist under law;
- for the purpose of a merger with Dominet Bank S.A., Fortis Bank Polska SA applied a book value method which consists in adding balance sheet values of the merging entities, with the reservation that the balance sheet of the acquiree shall be previously adjusted in such a way so that it presents values compliant with an accounting policy of an acquirer and that the difference between the equity value of the acquiree and the nominal value of the shares issued by the acquirer is recognised in the equity funds of the acquirer;
- in connection with the application of the aforementioned accountancy method, the balance sheet values of Dominet Bank have been adjusted: assets up to the amount of PLN 3,130,504,257.72, liabilities to the amount of PLN 2,997,079,398.52 and equity funds to PLN 133,424,859.20;
- the nominal value of the shares issued by Fortis Bank Polska SA, in return for transferring the assets of Dominet Bank SA, totalled PLN 157,305,960.00 and exceeded the equity value of Dominet Bank SA, decreased by the revaluation reserve in the amount of PLN 23,982,330.81 which is a loss incurred due to the settlement of the merger of the Banks;

resolve that the loss incurred due to the settlement of the merger of Dominet Bank S.A. and Fortis Bank Polska SA in the amount of PLN **23,982,330.81** (twenty three million nine hundred eighty two thousand three hundred thirty and 81/100 Polish zlotys) is covered with resources from the Company's additional capital.

Draft

Resolution No. 17

dated April 29, 2010

Of the Annual 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 Annual General Meeting of Fortis Bank Polska SA hereby adopt the following resolution:

§ 10 of the Statute shall have the following new wording:

§ 10

1. *Annual General Meeting shall take place within six months of the end of each fiscal year.*
2. *Annual or Extraordinary General Meeting may be held in Warsaw or Krakow.*
3. *An Annual General Meeting shall be convened by the Bank's Board of Executives. The Supervisory Board has the right to convene an Annual General Meeting if the Board of Executives fails to convene it on the date determined in the Statute. The Supervisory Board has also the right to convene an Extraordinary General Meeting if it deems fit to do so.*
4. *The Extraordinary General Meeting can be convened also by shareholders who represent at least one half of the Bank's share capital, or at least one half of the overall number of votes in the Bank.*
5. *The Bank's Board of Executives shall convene the Extraordinary General Meeting on its own initiative and at the request of a shareholder or shareholders who represent at least one twentieth part of the share capital. A request to convene the Extraordinary General Meeting and put specific issues on the agenda of such Extraordinary General Meeting should be submitted to the Bank's Board of Executives in writing or by electronic means. If the Extraordinary General Meeting is not convened within two weeks of the day of submitting the request of a shareholder or shareholder to the Bank's Board of Executives, the registration court may decide to authorise the shareholder or shareholders who made such a request, to convene the Extraordinary General Meeting. The shareholders thus authorised by the registration court shall quote the registration court's decision in their announcement of convening the Extraordinary General Meeting.*
6. *The General Meeting shall be convened by an announcement published on the Bank's website and in the manner appropriate for passing current information by public companies, however such an announcement should be published at least twenty six days before the General Meeting's date.*
7. *The General Meeting can be cancelled by the person or body by which it has been convened. The General Meeting is cancelled in the same manner as it is convened, immediately after the cancelling person or body obtains information about an obstacle that would hinder holding the General Meeting at the date for which it has been convened.*

8. *A shareholder or shareholders representing at least one twentieth of the Bank's share capital are authorised to demand that a specific issue be added to the agenda of the next General Meeting. To this end, they should file their motion to the Bank's Board of Executives, in writing or by electronic means, along with a justification or a draft resolution regarding the recommended agenda item, no later than twenty one days prior to the date set for the General Meeting. The Bank's Board of Executives shall announce, in the manner appropriate for convening General Meetings, any amendments to the agenda introduced at the request of shareholders, immediately, however no later than eighteen days prior to the date set for the General Meeting.*
9. *A shareholder or shareholders representing at least one twentieth of the Bank's share capital can, prior to the General Meeting's date, submit draft resolutions to the Bank, in writing or by electronic means, regarding issues on the agenda of the General Meeting, or issues that are to be put on the agenda. The Bank shall announce draft resolutions at its website forthwith.*
10. *In the scope not regulated by the Code of Commercial Companies and Partnerships and in the Statute, the General Meeting debates pursuant to Rules of Procedure approved by shareholders at the Meeting. The Rules of Procedure are not required to be approved at the next General Meeting, unless they need to be changed.*

§ 12 of the Statute shall have the following new wording:

§ 12

Persons who are the Bank's shareholders on the date falling sixteen days prior to the date of the General Meeting and who are indicated on a list rendered available or provided to the Bank by an entity keeping the securities deposit, have the right to participate in the General Meeting.

§ 16 section 1 of the Statute shall have the following new wording:

§ 16

1. The Board of Executives is composed of three to ten members, including President of the Board of Executives, one or a number of Vice Presidents of the Board of Executives, and members of the Board of Executives in the number that is defined by the Supervisory Board. The tenure of a Board of Executive's Member is five years. Members of the Board of Executives shall be appointed for the period of common tenure, a mandate of the Board of Executives member appointed prior to the expiry of a given tenure of the Board of Executives shall expire at the same time as mandates of the remaining members of the Board.

2. The Resolution becomes effective on the day of its adoption.

Draft

Resolution No. 18

dated April 29, 2010

Of the Annual General Meeting of Fortis Bank Polska SA

concerning approval of Rules of Procedure of the General Meeting

The Shareholders present at the Annual General Meeting of the Fortis Bank Polska SA approve the presented Rules of Procedure of the General Meeting, which constitute an enclosure to the present resolution.

The amended Rules of Procedure of the General Meeting will become effective as of the date of the next Meeting.

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

The Board of Executives' Justification for the **draft resolution no. 4** of the Annual General Meeting dated on April 29,2010 **concerning approval of the Financial Statements for the 2009 fiscal year and the Board of Executives' Report for the 2009 fiscal year.**

The adoption of a resolution no. 4 by the General Meeting is obligatory as the Bank has to comply with the provisions of Article 393 point 1 of the Code of Commercial Companies which reads as follows:

" Resolution of the general meeting, apart from other mentioned in this section or statute, is required for:

- 1) consideration and approval of the board of executives' report and financial statements for the last year and granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. "

and provisions of Article 395 § 2 point 1 of the Code of Commercial Companies which reads as follows:

"The following matters shall be subject of the general meeting:

- 1) consideration and approval the board of executives' report and financial statements for the last year."

§9 point 1 of the bank's statute also imposes an obligation to adopt this resolution upon the General Meeting.

The Board of Executives' Justification for the **draft resolution no. 5** of the Annual General Meeting dated on April 29,2010 **concerning approval of the Annual Consolidated Financial Statements of Fortis Bank Polska SA Capital Group for year 2009 and the Board of Executives' Report on Fortis Bank Polska SA Group Activity in 2009, for which Fortis Bank Polska SA is dominant entity (Fortis Bank Polska SA Group Activity), for the 2009 fiscal year**

The adoption of a resolution no. 5 by the General Meeting is obligatory as the Bank has to comply with the provisions of Article 395 §5 of the Code of Commercial Companies which reads as follows:

"The subject matter of the ordinary general meeting may be also a consideration and approval of an annual consolidated financial statements of capital group within the meaning of regulations of the Accounting Act and issues other than those mentioned in the §2."

The Board of Executives' Justification for the **draft resolution no. 9** of the Annual General Meeting dated on April 29,2010 **concerning covering of the 2009 loss**

The adoption of a resolution no. 9 by the General Meeting is obligatory as the Bank has to comply with the provisions of Article 395 §2 point 2 of the Code of Commercial Companies which reads as follows:

"The subject matter of the general meeting shall be:

- 2) adoption of a resolution on the distribution of a profit or covering a loss."

Adoption of resolution is in accordance with the §9 point 2 and §21 point 2 of the bank's statute.

The Board of Executives' Justification for the **draft resolution no. 10** of the Annual General Meeting dated on April 29,2010 **concerning changes of the Supervisory Board's composition**

Adoption of the resolution no. 10 is connected with the obligation to appoint the Supervisory Board's members for the next five-year tenure.

The Board of Executives's Justification for the **draft resolution no. 12** of the Annual General Meeting dated on April 29,2010 **concerning approval of the Dominet Bank S.A. Financial Statements from January 1, 2009 to July 31, 2009 and the Dominet Bank S.A. Board of Executives' Report from January 1, 2009 to July 31, 2009.**

In connection with the merger of Dominet Bank S.A. and Fortis Bank Polska SA in July 31, 2009, the General Meeting is obliged to adopt a resolution no. 12 , pursuant to the provisions of Article 393 point 1 of the Code of Commercial Companies which reads as follows:

"Resolution of the general meeting, apart from other mentioned in this section or statute, is required for:

- 1) consideration and approval of the board of executives' report and financial statements for the last year and granting a vote of acceptance to members of company bodies to confirm the discharge of their duties. "

and the provisions of Article 395 § 2 point 1 of the Code of Commercial Companies which reads as follows:

"The following matters shall be subject of the general meeting:

- 1) consideration and approval of the board of executives' report and financial statements for the last year."

The Board of Executives's Justification for the **draft resolution no. 16** of the Annual General Meeting dated on April 29,2010 **concerning settlement of the merger of Dominet Bank S.A. and Fortis Bank Polska S.A. taking into account the loss incurred by Dominet Bank S.A. in the period from 1 January 2009 to 31 July 2009**

In connection with the merger of Dominet Bank S.A. and Fortis Bank Polska SA in July 31, 2009, the General Meeting is obliged to adopt a resolution no. 16 , pursuant to the provisions of Article 395 § 2 point 2 of the Code of Commercial Companies which reads as follows:

"The following matters shall be subject of the general meeting:

- 2) adoption of a resolution on the distribution of a profit or covering a loss"