



# Resolutions taken by annual general meeting Fortis Bank Polska SA convened for April 29, 2010

All the Resolutions were taken unanimously with 16,739,800 votes "for" which represent 69.39% of the Bank's share capital:

## **Resolution No. 1**

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

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

## **Resolution No. 2**

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

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

#### **AGENDA of the Annual General Meeting of Fortis Bank Polska SA convened for 29 April 2010**

1. Opening of the General Meeting of Shareholders
2. Election of the AGM Chairman.
3. Confirmation of a correct manner of convening the AGM and its ability to pass resolutions.
4. Approval of the AGM Agenda.
5. Election of the Returning Committee/Secretary of the AGM
6. Presentation of the 2009 separate financial statements and consolidated financial statements, the Board of Executives' Report regarding Fortis Bank Polska SA activity and the Board of Executives' Report regarding Fortis Bank Polska SA Group activity in 2009 and the Supervisory Board's Report for the financial year 2009.
7. Adopting resolutions regarding the following issues:
  - a) consideration and approval of the 2009 Financial Statements and the 2009 Board of Executives' Report,
  - b) consideration and approval of the 2009 Consolidated Financial Statements and the Board of Executives' Report regarding Fortis Bank Polska SA Group activity in 2009.
  - c) approval of the 2009 Supervisory Board's Report,
  - d) approval of the discharge of Board of Executives' duties in the 2009 fiscal year,
  - e) approval of the discharge of the Supervisory Board's duties in the 2009 fiscal year,
  - f) coverage of the balance sheet loss for 2009.
8. Adopting a resolution regarding election of the Supervisory Board members for the next tenure.
9. Adopting a resolution regarding remuneration for the Supervisory Board members.
10. Presentation of the Financial Statements, the Board of Executives' Report regarding Dominet Bank SA activity and the Supervisory Board's Report for the period from 1 January 2009 to 31 July 2009.
11. Adopting resolutions regarding the following issues:
  - a) consideration and approval of the Financial Statements, the Board of Executives' Report regarding Dominet Bank SA activity for the period from 1 January 2009 to 31 July 2009,
  - b) approval of the Supervisory Board's Report for the period from 1 January 2009 to 31 July 2009,
  - c) approval of the discharge of Dominet Bank SA Board of Executives' duties in the period from 1 January 2009 to 31 July 2009,
  - d) approval of the discharge of duties of Dominet Bank SA Supervisory Board's members for the period from 1 January 2009 to 31 July 2009,
  - e) settlement of the merger of Dominet Bank SA and Fortis Bank Polska SA taking into account the loss incurred by Dominet Bank SA in the period from 1 January 2009 to 31 July 2009.
12. Adopting a resolution regarding Statute amendments
13. Adopting a resolution regarding the approval of new General Meeting Regulations.
14. Closing of the Meeting.



**Resolution No. 3**  
**concerning election of the Secretary of the Meeting**

The Annual General Meeting of Fortis Bank Polska SA elects  
**Małgorzata Ładecka** as the Secretary of the Meeting.

**Resolution No. 4**  
**concerning approval of the Financial Statements for the fiscal year 2009 and the Board of Executives' Report for the fiscal year 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:

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

**Resolution No. 5**  
**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 fiscal year 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 approves:

- annual consolidated financial statements of Fortis Bank Polska SA Capital Group for the fiscal year 2009, 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 fiscal year 2009.

**Resolution No. 6**  
**concerning approval of the Supervisory Board's Report for the fiscal year 2009**

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

**Resolution No. 7**  
**concerning the approval of the discharge of duties of the Board of Executives' members in the fiscal year 2009**

Having considered the approved Financial Statements and the Board of Executives' Report, the Annual General Meeting of Fortis Bank Polska SA approves the discharge of duties in the fiscal year 2009 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 1 April 2009)  
**Frederic Amoudru** – Vice President (from 13 November 2009)  
**Philippe Van Hellemont** – Vice President (from 16 June 2009)  
**Michel Thebault** – Vice President (from 1 September 2009)  
**Thierry Lechien** – Vice President (until 15 June 2009).



**Resolution No. 8**

**concerning the approval of the discharge of duties of the Supervisory Board members in the fiscal year 2009**

Having considered the approved Supervisory Board's Report, the Annual General Meeting of Fortis Bank Polska SA approves the discharge of duties in the fiscal year 2009 of the following Supervisory Board members:

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

**Jos Clijsters** – Deputy Chairman (appointed Deputy Chairman on 26 June 2009)

**Antoni Potocki** – Deputy Chairman,

**Zbigniew Dresler** - Board Member

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

**Lucas Willemyns** - Board Member (until 30 September 2009),

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

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

**Resolution No. 9**

**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 resolves that the Bank's after-tax loss (net financial result) for the fiscal year 2009 of 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.

**Resolution No. 10**

**concerning the appointment of the Supervisory Board**

The Annual General Meeting of Fortis Bank Polska SA in connection with the Supervisory Board's expiring tenure appoints the Supervisory Board in the following composition:

**1. Camille Fohl**

**2. Jos Clijsters**

**3. Mark Selles**

**4. Lars Machenil**

**5. Jean-Marie Bellafiore**

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.

**Resolution No. 11**

**concerning remuneration for the Supervisory Board's members:**

The Annual General Meeting of Fortis Bank Polska SA resolves that the monthly remuneration for the Supervisory Board's members shall remain unchanged.

**Resolution No. 12**

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

- Dominet Bank S.A. financial statements from 1 January 2009 to 31 July 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 1 January 2009 to 31 July 2009.



**Resolution No. 13**

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

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

**Resolution No. 14**

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

**Jacek Obłəkowski** – President of the Board,

**Robert Woźniak** – Vice President,

**Bogdan Bruczko** – Vice President (until 31 March 2009)

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

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

**Jan Bujak** – Vice President (from 1 April 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 25 June 2009)

**Resolution No. 15**

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

Having considered the approved Dominet Bank S.A. Supervisory Board's Report, the Annual General Meeting of Fortis Bank Polska SA approves the discharge of duties from 1 January 2009 to 31 July 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 24 June 2009),

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

**Resolution No. 16**

**concerning settlement of the merger of Dominet Bank S.A. and Fortis Bank Polska SA 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 and in view of the following:

- in the financial statement as at 31 July 2009, Dominet Bank S.A. presented assets of PLN 3,264,856,012.14, liabilities of PLN 3,066,388,597.08, equity of PLN 198,467,415.06 including the loss of PLN (-) 64,560,785.43 incurred in 2009,
- 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 the law;
- for the purpose of the 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 the acquirer's accounting policy 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 accounting method, the balance sheet values of Dominet Bank have been adjusted: assets up to PLN 3,130,504,257.72, liabilities to 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 of PLN 23,982,330.81 which is a loss incurred due to the settlement of the merger of the Banks;

the Annual General Meeting of Fortis Bank Polska SA resolves that the loss of PLN **23,982,330.81** (twenty three million nine hundred eighty two thousand three hundred thirty and 81/100 Polish zlotys) incurred as a result of the settlement of the merger of Dominet Bank S.A. and Fortis Bank Polska SA shall be covered from the Company's additional capital.

## **Resolution No. 17**

### **concerning amendments to the Bank's Statute**

1. Having considered the Board of Executives' motion and the Supervisory Board's opinion, The Shareholders present at the Annual General Meeting of the 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 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.

**Resolution No. 18**

**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 this resolution.

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