

DRAFT RESOLUTIONS

For The Annual General Meeting of Fortis Bank Polska SA
to be held on June 26, 2009

FORTIS BANK

Draft

Resolution No. 1

dated June 26, 2009

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 June 26, 2009

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 June 26, 2009

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 June 26, 2009

of the Annual General Meeting of Fortis Bank Polska SA

concerning approval of the Financial Statements for the 2008 fiscal year and the Board of Executives' Report for the 2008 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 2008 fiscal year, including the balance sheet, profit and loss statement, cash flow statement and additional information, and
- the Board of Executives' Report for the 2008 fiscal year.

Draft

Resolution No. 5

dated June 26, 2009

of the Annual General Meeting of Fortis Bank Polska SA

concerning approval of the Supervisory Board's Report for the 2008 fiscal year

The Annual General Meeting of Fortis Bank Polska SA, after consideration, approve the presented Supervisory Board's Report for the 2008 fiscal year.

Draft

Resolution No. 6

dated June 26, 2009

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 2007 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 2008 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,
Thierry Lechien – Vice President,
Bartosz Chyła – Vice President (until June 30, 2008).

Draft

Resolution No. 7

dated June 26, 2009

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 2008 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 2008 fiscal year of the following Supervisory Board members:

Jos Clijsters - Chairman,

Antoni Potocki – Deputy Chairman,

Werner Claes – Deputy Chairman (until September 25, 2008),

Zbigniew Dresler- Board Member

Marc Luet - Board Member (from February 21, 2008 until September 25, 2008),

Lucas Willemysns - Board Member (from February 21, 2008),

Christopher Norris - Board Member (from September 26, 2008),

Peter Ullmann- Board Member.

Draft

Resolution No. 8

dated June 26, 2009

of the Annual General Meeting of Fortis Bank Polska SA

concerning distribution of the 2008 profit

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 net profit of the Bank for the 2008 fiscal year amounting to PLN 78 190 773.02 (say: seventy eight million one hundred ninety thousand seven hundred seventy three and 02/100 Polish zlotys) shall be allocated for the increase of own funds in the following way:

- the portion of the profit of PLN 33 190 773.02 to be allocated for supplementary capital,
- the remaining portion of the profit of PLN 45 000 000 to be allocated to general risk fund.

Draft

Resolution No. 9

dated June 26, 2009

of the Annual General Meeting of Fortis Bank Polska SA

concerning allocation of general risk fund and use of reserve capital

The Annual General Shareholders Meeting of Fortis Bank Polska S.A. resolve what follows:

- Part of the general risk fund of PLN 194,000,000 (say: hundred ninety four million Polish zlotys) will be allocated to the reserve capital, earmarked in particular for the increase of the Company's share capital.

Draft

Resolution No. 10

dated June 26, 2009

Of the Annual General Meeting of Fortis Bank Polska SA

concerning the merger with Dominet Bank SA , Statute amendments approval and regarding the authorisation for the Board of Executives to apply for admission and introduction of the Series L shares into trading on a regulated market, dematerialisation of shares and the authorisation to sign an agreement with KDPW SA (the National Depository of Securities)

§ 1

1. Under Article 492 § 1 item 1 and Article 506 of the Code of Commercial Companies and Partnerships, and under Article 9 item 9) of the Statute, it is hereby resolved to merge Fortis Bank Polska SA (joint stock company) based in Warsaw, hereinafter referred to as "Fortis," with Dominet Bank SA (joint stock company) based in Lubin, entered into the Business Register maintained by the District Court for Wrocław-Fabryczna, IX Commercial and Registration Department of the National Court Register (KRS) under no. 0000033013, hereinafter referred to as "Dominet", by transferring all Dominet's net assets over to Fortis, in exchange for shares which Fortis shall deliver the shareholder of the acquiree, that is, Dominet's shareholder.

2. Under Article 506 § 4 of the Code of Commercial Companies and Partnerships, the General Meeting of Shareholders hereby approves the Merger Plan of Fortis with Dominet announced in the Monitor Sądowy i Gospodarczy no. 240 (3089), dated 8 December 2008 and the amendments to Articles 6, 10, 13, 17a and 17c of the Statute of Fortis specified in § 3 below.

§ 2

1. In connection with the merger of Fortis and Dominet by transferring all Dominet's net assets over to Fortis in exchange for shares which Fortis will give to Dominet's shareholder, hereby Fortis share capital is increased from PLN 503,135,400 (in words: five hundred three million one hundred thirty five thousand four hundred zlotys) up to PLN 660,441,360 (in words: six hundred sixty million four hundred forty one thousand three hundred sixty zlotys) by way of issuing 5,243,532 (in words: five million two hundred forty three thousand five hundred and thirty two) Series L ordinary bearer shares with the nominal value of PLN 30 (in words: thirty zlotys) each for the shareholder of Dominet.

2. Series L shares will participate in profit distribution on equal terms with all other Fortis shares starting from 1 January 2009, that is for the fiscal year 2009.

§ 3

In connection with the increase of Fortis share capital, Article 6 of the Statute of the company shall read as follows:

"Article 6. The share capital of the Bank is PLN 660,441,360 (in words: six hundred sixty million four hundred forty one thousand three hundred sixty zlotys) and is divided into 22,014,712 (in words: twenty two million fourteen thousand seven hundred and twelve) Series L ordinary bearer shares with the nominal value of PLN 30 (in words: thirty zlotys) each.

New para. 2 of the wording as indicated below shall be added to Article 10 of the Statute of Fortis, while the numbering of the existing paragraphs shall change accordingly:

"2. Annual or Extraordinary General Meeting may be held in Warsaw, Krakow or Lubin."

Para. 1 and para. 2 of Article 13 of the Statute of Fortis Bank Polska SA shall be amended to read as follows:

"1. The Supervisory Board shall comprise from 5 (five) to 10 (ten) members.

2. The Supervisory Board shall elect a Chairman and at least one Deputy Chairman from among its members.

Para. 3 item 3 shall be amended, and the numbering of other items in this paragraph shall change accordingly, and also para. 4 item 1 and para. 5 of Article 17a of Fortis Bank Polska S.A. Statute shall have the following wording:

"3) sections - organizational units (administrative), separated organizationally and functionally, operating within the structure of a permanent group, founded to perform determined permanent tasks, coordinated by a section coordinator;"

and

„4. Operating units, designated to service customers include:

1) Branches, sub-branches, points of sale,"

and

"5. The Board of Executives may group organizational units and create business lines, that is, 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."

Para. 2 of Article 17c of Fortis Bank Polska S.A. Statute is amended by way of adding new items 4 and 5 which shall read as follows:

"4) methodologies that describe in detail methods applied to analysis or the performance of banking activities by the Bank,

5) interest rate tables for banking activities carried out by the Bank."

§ 4

1. It is hereby resolved to apply for the admission and introduction of Series L shares issued by Fortis into trading on a regulated market of the Warsaw Stock Exchange, and also to authorise the Board of Executives of Fortis to perform any related actions.

2. It is hereby resolved to dematerialise Series L shares issued by Fortis and, acting under Article 5 para. 8 of the Trading in Financial Instruments Act dated 29 July 2005, to authorise the Board of Executives of Fortis to enter into an agreement with KDPW SA (the National Depository of Securities) regarding the registration of Series L shares issued by Fortis, and to undertake any actions related to the share dematerialisation.

§ 5

1. The Board of Executives of Fortis shall take all necessary steps to properly carry out the provisions of this resolution as well as the provisions of Title IV Part I Chapter 2 of the Code of Commercial Companies and Partnerships, in particular:

1) to report the merger of Fortis and Dominet to the National Court Register,

2) immediately after the merger of Fortis and Dominet has been registered, to announce the said merger pursuant to Article 508 of the Code of Commercial Companies and Partnerships.

2. The merger of Fortis and Dominet pursuant to this Resolution will take place upon receiving all approvals and permits required by law, as of the day of entry into the business register of the National Court Register of the merger and consequently Fortis share capital increase by the issuance of Series L ordinary bearer shares.

3. This Resolution shall become effective on the day of its adoption.

Draft

Resolution No. 11

dated June 26, 2009

Of the Annual General Meeting of Fortis Bank Polska SA

concerning share capital increase from own funds of the company through the increase of the nominal value of share

§ 1

Under Article 442 of the Code of Commercial Companies and Partnerships, para. 9 item 4 and 8 of the Statute of Fortis the share capital of Fortis Bank Polska S.A. shall be increased from PLN 660.441.360 (six hundred sixty million four hundred forty-one thousand and three hundred sixty zlotys) by PLN 440,294,240 (four hundred forty million two hundred ninety four thousand and two hundred forty zlotys), i.e. to PLN 1,100,735,600 (one billion one hundred million seven hundred thirty five thousand and six hundred zlotys).

§ 2

The share capital shall be increased as a result of increasing the nominal value of share from PLN 30,00 (thirty) to PLN 50,00 (fifty) each.

§ 3

- 1.The share capital shall be increased as a result of relocation the reserve capital in amount PLN 344,344,064 and the supplementary capital in amount PLN 95,950,176 to the share capital.
2. Costs related to the capital increase procedure, shall be incurred by the Bank against the reserve capital.

§ 4

The share capital increase in the mode described in the resolution will take place after the merger of Fortis Bank Polska S.A. and Dominet Bank S.A.

§ 5

The Resolution becomes effective on the day of its adoption.

Draft

Resolution No. 12

dated June 26, 2009

Of the Annual General Meeting of Fortis Bank Polska SA

concerning share capital increase through the Series M shares issue excluding pre-emptive rights and introduce of the series M shares to trading on the regulated market,

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:

§ 1

The share capital of Fortis Bank Polska S.A. shall be increased by amount of PLN from 99 099 100 (say: ninety nine million ninety nine thousand one hundred) to 146.666.650 (say: one hundred forty-six million six hundred sixty six thousand six hundred and fifty zlotys) through the issuance of from 1 981 982 (say: one million nine hundred sixty one thousand nine hundred sixty two) to 2 933 333,00 (say: two million nine hundred thirty three thousand three hundred and thirty three) series M shares.

1. All series M shares issued are bearer shares with the nominal value of PLN 50 each.
2. Series M shares shall be acquired at the issue price fixed by the Bank Board of Executives.
3. Series M shares shall be covered in full by cash payments prior to the registration of the share capital increase.
4. The series M shares pre-emptive rights of the existing Shareholders shall be excluded. The shareholders agree with the opinion of the Bank Board of Executives that exclusion of the series M shares pre-emptive rights is in the Bank's interest. Such position has been substantiated in a written opinion expressed by the Board of Executives and presented to the shareholders.
5. The series M shares shall be offered by the Board of Executives to Fortis Bank S.A./NV based in Brussels.
6. The Board of Executives shall fix the series M shares subscription period (subscription opening and closing date).
7. The Board of Executives shall establish the series M shares allotment rules and shall allot the shares.
8. The series M shares shall entitle the shareholder to dividend effective from the date of profit distribution for the accounting year 2009.

§2

1. The General Shareholders Meeting has decided to introduce the series M shares and series M shares allotment certificates (PDA) to listing on the stock exchange market.
2. The Bank Board of Executives shall be authorized to take any legal and factual actions that are necessary to admit the series M shares to the trading on the Warsaw Stock Exchange. The Bank Board of Executives shall be specifically authorized to file respective motions or submit required notifications to the Financial Supervision Commission, conclude an agreement on series M shares dematerialization with the National Depository for Securities (KDPW), register the series M shares in the register maintained by KDPW, likewise file respective motions for the series M shares on the Warsaw Stock Exchange.

3. The Bank Board of Executives shall fix the date of commencing the actions, referred to in item 2 above, necessary to list the series M shares on the stock exchange market.

§3

The share capital increase in the mode described in the resolution will take place after the merger of Fortis Bank Polska S.A. and Dominet Bank S.A.

§4

The Resolution becomes effective on the day of its adoption.

Draft

Resolution No. 13

dated June 26, 2009

Of the Annual General Meeting of Fortis Bank Polska SA

regarding change of the Statute of the Bank

§1

In connecting with the increase of Fortis share capital as a result of increasing the nominal value of share from PLN 30 (thirty) to PLN 50,00 (fifty) each and increase by the issuance of Series M ordinary bearer shares, Annual General Meeting of Fortis Bank Polska SA change Article 6 of the Statute of the company as follow:

"Article 6. The share capital of the Bank is not lower than PLN 1,199,834,700 (one billion one hundred ninety nine million eight hundred thirty four thousand seven hundred zlotys) and not higher than PLN 1,247,402,250 (one billion two hundred forty seven million four hundred and two thousand two hundred fifty zlotys) and is divided into no less than 23,996,694 (twenty three million nine hundred ninety six thousand six hundred ninety four) and no more than 24,948,045 (twenty four million nine hundred forty eight thousand and forty five) ordinary bearer shares with a nominal value of PLN 50 (fifty zlotys) each."

§2

The Resolution becomes effective on the day of register the merger of Fortis Bank Polska SA and Dominet Bank SA.

Draft

Resolution No. 14

dated June 26, 2009

of the Annual General Meeting of Fortis Bank Polska SA

concerning changes in the Supervisory Board's composition

The Annual General Shareholders Meeting of Fortis Bank Polska S.A. confirms all of Supervisory Board decisions taken in the period from 26 September 2008 till 26 June 2009, i.e. resolutions 22-31/2008 and 01-17/ 2009.

Draft

Resolution No. 15

dated June 26, 2009

Of the Annual General Meeting of Fortis Bank Polska SA

concerning changes in the Supervisory Board's composition

The Annual General Shareholders Meeting of Fortis Bank Polska SA appoints as from June 26, 2009 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 Shareholders Meeting approving financial statements for the financial year 2009:

1.
2.

Due to hereby appointment and the resignation of

1.
2.

from Supervisory Board Member function on June 25, 2009, the Annual General Shareholders Meeting of Fortis Bank Polska SA establish that from June 26, 2009 the Supervisory Board composition will be as follows:

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Draft

Resolution No. 16

dated June 26, 2009

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 July, 2009