

DRAFT RESOLUTIONS

For The Annual General Meeting of Fortis Bank Polska SA
to be held on June 6, 2008



Draft

Resolution No. 1

dated June 6, 2008

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 6, 2008

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 6, 2008

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 6, 2008

of the Annual General Meeting of Fortis Bank Polska SA

concerning approval of the Financial Statements for the 2007 fiscal year and the Board of Executives' Report for the 2007 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 2007 fiscal year, including the balance sheet, profit and loss statement, cash flow statement and additional information, and
- the Board of Executives' Report for the 2007 fiscal year.

Draft

Resolution No. 5

dated June 6, 2008

of the Annual General Meeting of Fortis Bank Polska SA

concerning approval of the Supervisory Board's Report for the 2007 fiscal year

The Annual General Meeting of Fortis Bank Polska SA, after consideration, approve the presented Supervisory Board's Report for the 2007 fiscal year.

Draft

Resolution No. 6

dated June 6, 2008

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 2007 fiscal year of the following Board of Executives' members:

Jan Bujak – President of the Board,
Alexander Paklons – Senior Vice President,
Bartosz Chytła -Vice President,
Jean-Luc Deguel – Vice President,
Jaromir Pelczarski – Vice President,
Thierry Lechien – Vice President
Koen Verhoeven – Vice President (until August 31, 2007)

Draft

Resolution No. 7

dated June 6, 2008

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 2007 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 2007 fiscal year of the following Supervisory Board members:

Jos Clijsters - Chairman,

Antoni Potocki – Deputy Chairman,

Werner Claes – Deputy Chairman,

Zbigniew Dresler- Board Member

Didier Giblet- Board Member (until December 7, 2007)

Bernard Levie- Board Member (until June 15, 2007)

Thierry Schuman- Board Member (until December 7, 2007)

Peter Ullmann- Board Member

Draft

Resolution No. 8

dated June 6, 2008

of the Annual General Meeting of Fortis Bank Polska SA

concerning distribution of the 2007 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 2007 fiscal year amounting to **PLN 177,593,763.31** (say: one hundred and seventy seven million five hundred and ninety three thousand seven hundred and sixty three and 31/100 Polish zlotys) shall be allocated for the increase of own funds in the following way:

- PLN 15,811,352.51 (say: fifteen million eight hundred and eleven thousand three hundred fifty two and 51/ 100 Polish zlotys) for covering costs of implementation of International Financial Reporting Standards by Fortis Bank Polska SA.
- PLN 84,188,647.49 (say: eighty four million one hundred and eighty eight thousand six hundred forty seven and 49/ 100 Polish zlotys) for the reserve capital, and
- PLN 77,593,763.31 (say: seventy seven million and five hundred ninety three thousand seven hundred sixty three and 31/100 Polish zlotys) for the general risk fund

Draft

Resolution No. 9

dated June 6, 2008

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 the resignation of

effective June 7, 2008, and appoints 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.

Draft

Resolution No. 10

dated June 6, 2008

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, 2008