

Current Report 20/2006



Resolutions taken by the Extraordinary General Meeting

Pursuant to §39, item 1 point 5 of the Ordinance of the Finance Minister of October 19, 2005 regarding current and periodical information furnished by issuers of securities (Journal of Acts of 2005 No. 209, item 1744), the Board of Executives of Fortis Bank Polska S.A. hereby presents the resolutions taken by the Extraordinary General Meeting on October 26, 2006

RESOLUTION No. 1 **concerning election of the Chairman of the Meeting**

The Extraordinary General Meeting of Fortis Bank Polska SA elect Mr. Antoni Potocki as the Chairman of the Meeting

RESOLUTION No. 2 **concerning approval of the Agenda**

The Extraordinary General Meeting of Fortis Bank Polska SA approve the presented Agenda of the Meeting.

AGENDA of the Extraordinary General Meeting of Fortis Bank Polska SA convened for October 26, 2006

1. Opening of the Meeting.
2. Election of the Chairman of the Meeting and confirmation of the Meeting legality.
3. Approval of the Agenda.
4. Election of the Secretary of the Meeting.
5. Adopting a resolution regarding share capital increase by a share issue excluding pre-emptive rights and the introduction of shares to trading on the stock exchange.
6. Adopting a resolution regarding amendments to the Bank Statute.

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

The Extraordinary General Meeting of Fortis Bank Polska SA elect Mrs. Małgorzata Ładecka as the Secretary of the Meeting.

RESOLUTION No. 4
concerning increase of the Bank's share capital through issuance of series K shares with the exclusion of pre-emptive rights, and listing series K shares on the stock exchange market

Having considered the Board of Executives' motion and opinion, the Extraordinary General Shareholders Meeting of Fortis Bank Polska S.A. hereby adopt the following resolution:

§ 1

1. The share capital of Fortis Bank Polska S.A. shall be increased from PLN 452,331,000 (*four hundred fifty-two million three hundred and thirty-one thousand zlotys*) up to PLN 503,135,400 (*five hundred three million one hundred thirty-five thousand and four hundred zlotys*), i.e. by PLN 50,804,400 through the issuance of 1,693,480 series K shares.
2. All series K shares issued are bearer shares with the nominal value of PLN 30 each.
3. Series K shares shall be acquired at the issue price fixed by the Bank Board of Executives.
4. Series K shares shall be covered in full by cash payments prior to the registration of the share capital increase.
5. The series K 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 K 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.
6. The series K shares shall be offered by the Board of Executives to Fortis Bank S.A./NV based in Brussels.
7. The Board of Executives shall fix the series K shares subscription period (subscription opening and closing date).
8. The Board of Executives shall establish the series K shares allotment rules and shall allot the shares.
9. The series K shares shall entitle the shareholder to dividend effective from the date of profit distribution for the accounting year 2006.

§2

1. The General Shareholders Meeting has decided to list the series K shares and series K shares allotment certificates (PDA) 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 K shares to the public 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 K shares dematerialization with the National Depository for Securities (KDPW), register the series K shares in the register maintained by KDPW, likewise file respective motions for listing the series K 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 K shares on the stock exchange market.

§3 The share capital shall be increased, effective upon its registration in the National Court Register.

§4 Any costs of the share capital increase, including fees and taxes related to the capital increase procedure, shall be incurred by the Bank against the reserve capital.

RESOLUTION No. 5
concerning amendments to the Bank's Statute

The Extraordinary General Meeting of Fortis Bank Polska SA hereby announces the proposed amendments to the Statutes:

Article 6 para. 1

1. The share capital of the Bank is 503,135,400 PLN (say: five hundred and three million one hundred and thirty five thousand four hundred) and is divided into 16,771,180 (say: sixteen million seven hundred and seventy one thousand and one hundred eighty) shares with a nominal value of PLN 30 (thirty zlotys) each.