

Current Report 05/2004



Draft resolutions for the Annual Shareholders' Meeting

Pursuant to §49, item 1, point 3 of the Council of Ministers Ordinance dated October 16, 2001 regarding the current and periodical information disclosed by issuers of securities (Journal of Acts No. 139/2001, item 1569 and No. 31/2002, item 280), the Board of Executives of Fortis Bank Polska SA hereby presents the draft resolutions for the Annual Shareholders' Meeting to be held at Postępu 15 in Warsaw at 3 p.m. on June 24, 2004.

DRAFT RESOLUTIONS FOR THE ANNUAL SHAREHOLDERS' MEETING OF FORTIS BANK POLSKA SA JOINT STOCK COMPANY

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

The Shareholders present at the General Shareholders' Meeting of Fortis Bank Polska SA elect:
..... as the Chairman of the Meeting

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

The Shareholders present at the General Shareholders' Meeting of Fortis Bank Polska SA approve the presented Agenda of the Meeting.

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. Presentation of the 2003 Financial Statements, the Board of Executives' Report regarding Fortis Bank Polska activity in 2003 and the 2003 Supervisory Board's Report.
6. Adopting resolutions regarding the following issues:
 - a. consideration and approval of the 2003 Financial Statements and the 2003 Board of Executives' Report.
 - b. approval of the 2003 Supervisory Board's Report.
 - c. approval of the discharge of Board of Executives' duties in the 2003 fiscal year.
 - d. approval of the discharge of the Supervisory Board's duties in the 2003 fiscal year.

- e. distribution of the 2003 profit.
- 7. Adopting a resolution regarding amendments to the Bank Statute and authorization of the Supervisory Board to introduce a unified text of the amended Statute.
- 8. Adopting a resolution regarding remuneration for the Supervisory Board members.
- 9. Miscellaneous.
- 10. Closing of the Meeting.

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

The Shareholders present at the General Shareholders' Meeting of Fortis Bank Polska SA elect:
 as the Secretary of the Meeting.

RESOLUTION No. 4
concerning approval of the Financial Statements for the 2003 fiscal year and the Board of Executives' Report for the 2003 fiscal year

Having taken into consideration the opinion of the Supervisory Board and the opinion of certified auditors, the Shareholders present at the General Shareholders' Meeting of Fortis Bank Polska SA hereby approve:

- financial statements for the 2003 fiscal year, including the balance sheet, profit and loss statement, cash flow statement and additional information, and
- the Board of Executives' Report for the 2003 fiscal year.

RESOLUTION No. 5
concerning approval of the Supervisory Board's Report for the 2003 fiscal year

The Shareholders present at the General Shareholders' Meeting of the Fortis Bank Polska SA, after consideration, approve the presented Supervisory Board's Report for the 2003 fiscal year.

RESOLUTION No. 6
concerning the approval of the discharge of duties of the Board of Executives' members in the 2003 fiscal year

Having considered the approved Financial Statements and the Board of Executives' Report, the Shareholders present at the General Shareholders' Meeting of Fortis Bank Polska SA approve the discharge of duties in the 2003 fiscal year of the following Board of Executives' members:

Ronald Richardson, President, Jean-Marie De Baerdemaeker, First Vice-President (until 30.04.2003), Andre Van Brussel, Vice President (until 31.03.2003, Board Member until 30.06.2003), Jan Bujak, Vice President, Leszek Niemycki, Vice President (until 23.10.2003), Jean-Luc Deguel, Vice President, Jaromir Pelczarski, Vice President, Gilles Polet, Vice President (until 28.02.2003, Board Member until 31.07.2003), Koen Verhoeven, Vice President.

RESOLUTION No. 7
concerning the approval of the discharge of duties of the Supervisory Board members in the 2003 fiscal year

Having considered the approved Supervisory Board's Report, the Shareholders present at the General Shareholders' Meeting of Fortis Bank Polska SA approve the discharge of duties in the 2003 fiscal year of the following Supervisory Board members:

Luc Delvaux, Chairman, Paul Dor, Vice Chairman, Antoni Potocki, Vice Chairman, Werner Claes, Zbigniew Dresler, Didier Giblet, Roland Saintrond, Kathleen Steel (until 31.03.2003).

RESOLUTION No. 8
concerning distribution of the 2003 profit

The Shareholders present at the General Shareholders' Meeting of Fortis Bank Polska SA resolve that the net profit of the Bank for the 2003 fiscal year amounting to **PLN 36,021,431.24** (say: thirty six million twenty one thousand four hundred and thirty one and 24/100) shall be allocated in full for the increase of own funds as retained earnings.

RESOLUTION No. 9
concerning amendments to the Bank's Statute and authorization for the Board of Directors to draw up the unified text of the amended Bank's Statute

The Shareholders present at the General Shareholders' Meeting of Fortis Bank Polska SA, resolve to amend the Bank's Statute, as follows:

§ 5 item 1 letter s) shall read as follows:

"s) acting as an agent in making money transfers and FX settlements".

The General Shareholders' Meeting of Fortis Bank Polska SA authorizes the Supervisory Board to draw up the unified text of the Bank's Statute.

RESOLUTION No. 10
concerning remuneration for the Supervisory Board's members:

The Shareholders present at the General Shareholders' Meeting of the Fortis Bank Polska SA - approve the following monthly remuneration for the Supervisory Board's members:

1. Chairman: PLN
2. Vice Chairman: PLN
3. Member: PLN

The aforesaid remuneration shall take effect on