



Draft Resolutions for the Extraordinary General Meeting held on March 18, 2011

Draft

Resolution No. 1

dated March 18, 2011

Of the Extraordinary General Meeting of Fortis Bank Polska SA

concerning election of the Chairman of the Meeting

The Extraordinary General Meeting of Fortis Bank Polska SA elect:

..... as the Chairman of the Meeting

Draft

Resolution No. 2

dated March 18, 2011

Of the Extraordinary General Meeting of Fortis Bank Polska SA

concerning approval of the Agenda

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

Draft

Resolution No. 3

dated March 18, 2011

Of the Extraordinary General Meeting of Fortis Bank Polska SA

concerning election of the Secretary of the Meeting

The Extraordinary General Meeting of Fortis Bank Polska SA elect:

..... as the Secretary of the Meeting.

Draft

Resolution No. 4

dated March 18, 2011

Of the Extraordinary General Meeting of Fortis Bank Polska SA

concerning amendments to the Bank's Statute,

1. Having considered the Board of Executives' motion and the Supervisory Board's opinion, the Extraordinary General Meeting of Fortis Bank Polska SA hereby adopts the following resolution:

Article 1 para.2 of the Statute shall have the following new wording:

„§ 1

2. Bank's name shall be: " BNP PARIBAS BANK POLSKA SPÓŁKA AKCYJNA".

Article 5 para.1 item 13) letter d) of the Statute shall have the following new wording:

„§ 5

d) brokerage activities as regards:

- **accepting and forwarding orders to purchase or sell financial instruments,**
- **providing investment advisory services. "**

Article 15 para.3 item 13 of the Statute shall have the following new wording:

"§ 15

13) appointment of an Audit Committee composed of the Supervisory Board members, responsible for e.g.:

- a) supervision over the Audit Department activity;**
- b) monitoring the financial reporting process;**
- c) monitoring efficiency of internal control systems, internal audit and risk management;**
- d) monitoring the performance of financial review activities;**
- e) monitoring the independence of a statutory auditor and an entity authorised to audit financial statements;**
- f) putting forward recommendations to the Supervisory Board on acceptance or rejection of financial statements "**

Article 22a of the Statute shall have the following new wording:

„§22a

- 1. A system of internal controls operates in the Bank. The purpose of the system is to support decision processes in the manner that enables prevention of risks or their early detection, in particular by ensuring the following:**
 - 1) effectiveness and efficiency of the Bank's business,**
 - 2) reliability of financial reporting,**
 - 3) compliance of the Bank's business with law provisions and internal regulations,**

- 4) security of transactions and assets.**
- 2. The Supervisory Board, Board of Executives, managerial staff and all the remaining employees of the Bank participate in the internal control process, which covers operation of all organizational units of the Bank's head office, branches and subsidiaries.**
- 3. The internal controls include:
 - 1) risk controls,**
 - 2) verification whether the Bank's business is consistent with law provisions and internal regulations,**
 - 3) internal audit.****
- 4. Risk controls include, inter alia, functional control and a permanent operational control, performed in line with the internal control rules binding at the Bank.**
- 5. The internal controls are supervised by the Supervisory Board. In order to exercise its supervision in this respect, the Supervisory Board may, according to law provisions, appoint several of its members to form an audit committee.**
- 6. The quality of internal controls' functioning is assessed independently and impartially by the Audit Department, whose tasks include monitoring, examination and assessment of the adequacy and effectiveness of internal controls, and providing opinions concerning the Bank's management system, including the effectiveness of the management of risk related to the Bank's activity.**
- 7. The status of the Audit Department guarantees an autonomy and impartiality of its activity, and authority necessary for performing its objective. The Audit Department Director manages works of the Audit Department.**
- 8. The Audit Department periodically notifies the Audit Committee, and at least once a year, the Supervisory Board, of weaknesses identified together with conclusions resulting from the internal audit assignments conducted likewise actions undertaken to remove these weaknesses or fulfil recommendations.**
- 9. Detailed rules of operation and the scope of activity of the Audit Department are established in internal regulations approved by the Bank's Board of Executives.**

The Resolution becomes effective on the day of its adoption.

THE BOARD OF EXECUTIVES' JUSTIFICATION FOR THE DRAFT REOLUTIONS OF THE EXTRAORDINARY GENERAL MEETING DATED ON MARCH 18,2011.

The Board of Executives' Justification for the **draft resolution no. 4** of the Extraordinary General Meeting dated on March 18,2011 **concerning amendments to the Bank's Statute**

The adoption of a resolution no. 4 by the Extraordinary General Meeting is to:

- the name change better reflects in the market that the Bank is a part of BNP Paribas Group. The Bank entered the BNP Paribas Group when in May 2009 BNP Paribas acquired Fortis Bank SA/NV, the controlling shareholder of the Fortis Bank Polska.
- specifying the type of the Bank's brokerage activity in the Statute in detail, by indicating services referred to in Article 69, para. 2, items 1) and 5) of the Act on Trading in Financial Instruments.
- making the audit committee's scope of competence more precise, and results from taking into account provisions of Article 86, para. 1 of the Act on Statutory Auditors dated 7 May 2009.

and results from the need to adjust the Statute provisions to changes in the system of internal controls at the Bank.