

Current report 6/2002



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 General Shareholders' Meeting to be held on June 27, 2002.

Draft resolutions for the General Shareholders' Meeting of Fortis Bank Polska SA Joint Stock Company to be held on June 27, 2002.

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.

Enclosure:

DRAFT AGENDA OF THE GENERAL SHAREHOLDERS' MEETING OF FORTIS BANK POLSKA SA convened for June 27, 2002 at 14.00 hrs

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 Mandates and Returning Committee.
5. Presentation of the 2001 Financial Statements, the Board of Executives' Report regarding Fortis Bank Polska activity in 2001 and the 2001 Board of Directors' Report.
6. Adopting resolutions regarding the following issues:
 - a. approval of the 2001 Financial Statements and the 2001 Board of Executives' Report.

- b. approval of the 2001 Board of Directors Report.
 - c. approval of the discharge of Board of Executives' duties in the 2001 fiscal year.
 - d. approval of the discharge of the Board of Directors' duties in the 2001 fiscal year.
 - e. distribution of the 2001 profit.
7. Adopting a resolution regarding amendments to the Bank Statute and authorization of the Board of Directors to introduce a unified text of the amended Statute.
 8. Adopting resolutions regarding changes in the Board of Directors' composition and the remuneration for the Board of Directors' members.
 9. Miscellaneous.
 10. Closing of the Meeting.

**Resolution No. 3
concerning election of the Mandates and Returning Committee:**

The Shareholders present at the General Shareholders' Meeting of Fortis Bank Polska SA elect the Mandates and Returning Committee in the following composition:

1.
2.
3.

**Resolution No. 4
concerning approval of the Financial Statements for the 2001 fiscal year and the Board of Executives' Report for the 2001 fiscal year.**

Having taken into consideration the opinion of the Board of Directors 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 2001 fiscal year, including the balance sheet, profit and loss statement, cash flow statement and additional information, and
- the Board of Executives' Report for the 2001 fiscal year.

**Resolution No. 5
concerning approval of the Board of Directors' Report for the 2001 fiscal year.**

The Shareholders present at the General Shareholders' Meeting of the Fortis Bank Polska SA, approve the presented and analyzed Board of Directors' Report for the 2001 fiscal year.

**Resolution No. 6
concerning the approval of the discharge of duties of the Board of Executives' members in the 2001 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 2001 fiscal year of the following Board of Executives' members:

- Jean-Marie De Baerdemaeker, President;
- Marek Kulczycki, Senior Vice-President;

- Andre Van Brussel, Vice President;
- Thomas Cianfrani, Vice President;
- Leszek Niemycki, Vice President;
- Jean-Luc Deguel, Vice President;
- Gilles Polet, Vice President.

**Resolution No. 7
concerning the approval of the discharge of duties of the Board of Directors' members
in the 2001 fiscal year.**

Having considered the approved Board of Directors' Report, the Shareholders present at the General Shareholders' Meeting of Fortis Bank Polska SA approve the discharge of duties in the 2001 fiscal year of the following Board of Directors' members:

- Sjoerd van Keulen, Chairman,
- Luc Delvaux, Vice Chairman,
- Antoni Potocki, Vice Chairman,
- Werner Claes,
- Zbigniew Dresler,
- Kathleen Steel,
- Paul Dor,
- Roland Saintrond.

**Resolution No. 8
concerning distribution of the 2001 profit**

Having accepted the Board of Executives' motion and the Bank of Directors' opinion, the Shareholders present at the General Shareholders' Meeting of Fortis Bank Polska SA resolve that the net profit of the Bank for the 2001 fiscal year amounting to PLN 10,520,863.07 (say: ten million five hundred and twenty thousand eight hundred sixty three and 07/100) shall be distributed as follows:

1. the amount of PLN 10,403,613 (say: ten million four hundred and three thousand six hundred thirteen) shall be earmarked for the payment of a dividend.
 1. Each share entitles to PLN 0.69 of dividend.
 2. The date of establishing the right to dividend (dividend date) is hereby determined as July 16, 2002.
 3. The dividend payment date is determined as September 3, 2002.
 4. The dividend shall be paid, net of taxes due, into investment accounts where Shareholders have deposited their shares of Fortis Bank Polska SA. As regards the Bank's Shareholders who are holders of deposit certificates issued by the Bank and who have not taken them to date, the dividend shall be paid in the form consistent with the Shareholder's written instructions.
2. The remaining profit amount of PLN 117,250.07 (say: one hundred and seventeen thousand two hundred fifty and 07/100) shall be earmarked for the general risk fund.

**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 **§3 item 2 letters c), d), e), f), i) and l), §9 item 1, §20 items 1, 2 and 3** of the Bank's Statute, which shall read as follows:

§3 item 2 letters c), d), e), f), i) and l):

The scope of Bank business shall include:

- c) granting credits and loans, including consumer credits and loans,
- d) carrying out pecuniary settlements, including payment card settlements, payment card issuance, likewise issuance, settlement and redemption of electronic money,
- e) issuing and confirming bank guarantees, granting sureties, likewise opening and confirming L/Cs,
- f) issuing securities, including convertible bonds and banking securities, likewise carrying out commissioned tasks, and assuming obligations related to the issuance of securities,
- i) conducting check and bill-of-exchange operations, likewise operations related to warranties,
- l) safekeeping valuable objects and securities, likewise rendering safe-deposit boxes available,

§9 item 1:

Reserved for the competence of the General Shareholders' Meeting shall be in particular the following issues:

1. consideration and approval of a report on the Bank's operations and financial statement, as well as consolidated statements, if their creation and approval is required, likewise acknowledgment of the Bank bodies' members for performance of their duties,

§ 20 item 1:

1. The Bank's eligible own funds (fundusze własne) are the following:
 1. Original own funds (Tier 1) (fundusze podstawowe), which include:
 - a. core funds (fundusze zasadnicze), i.e.:
 - equity capital (kapitał zakładowy),
 - additional capital (kapitał zapasowy) - earmarked for the coverage of balance sheet losses,
 - reserve capital (kapitał rezerwowy) - earmarked for the coverage of specific losses and expenses,
 - b. other items of the original own funds:
 - general risk fund - earmarked for the coverage of unidentified risks related to banking activity,
 - undistributed profit from previous years,
 - c. deductions in calculating the original own funds:
 - own shares held by the Bank,
 - intangible assets,
 - uncovered loss from previous years, including a loss to be approved,

- loss as of the end of a reporting period.
- 2. Supplementary own funds (Tier 2) (fundusze uzupełniające), including:
 - a. fixed assets revaluation capital,
 - b. subordinated debts subject to the Banking Supervision Commission's consent
 - c. other balance sheet items as defined by the Banking Supervision Commission
- 3. Deductions in calculating the eligible own funds, including:
 - a. specific reserve missing amount.
 - b. other deductions specified by the Banking Supervision Commission.

§20 item 2:

2. All capital categories and funds established originate from the net profit, unless regulations require or permit their creation, increase or replenishment in other way. The additional capital is established from net profit deductions, amounting to the level to be decided upon at the General Shareholders' Meeting, albeit not higher than 10% per annum; such deductions shall amount to at least 8% of the profit for a given fiscal year until the additional capital has reached at least one third of the equity capital. The additional capital shall also accommodate the surplus between the issue and nominal price of the Bank shares and also supplementary payments effected by the Bank shareholders earmarked for the coverage of balance sheet losses. Deductions for the additional capital may be still carried out even if the amount of the capital has reached a half of the equity capital.

§20 item 3:

3. The General Shareholders' Meeting shall decide upon the creation and dissolution of capital categories other than the ones referred to in item 1 above, as well as upon means needed for the creation, increase or replenishment of any capital or fund, provided that the means originate from the net profit. The Board of Executives decides upon allocation of means derived from other sources, and upon the creation of a fund financed exclusively from other sources.

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

**Resolution No. 10
concerning the recalling of the Board of Directors' members:**

The Shareholders present at the General Shareholders' Meeting of Fortis Bank Polska SA resolve to recall the following members of the Bank Board of Directors:

**Resolution No. 11
concerning the appointment of the Board of Directors' members:**

The Shareholders present at the General Shareholders' Meeting of Fortis Bank Polska SA resolve to appoint the following persons as members of the Board of Directors:

Resolution No. 12
concerning remuneration for the Board of Directors' members:

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

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

The aforesaid remuneration shall take effect on July 1, 2002.