

**Resolution No. 1  
of XXIV Ordinary General Meeting  
of BRE Bank SA  
dated 30 March 2011**

Draft

***Re.: Approval of the Management Board Report on the Business of BRE Bank SA and the Financial Statements of BRE Bank SA for 2010***

Pursuant to § 11 letter a) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

The Management Board Report on the Business of BRE Bank SA and the audited Financial Statements of BRE Bank SA for 2010 comprising of:

- a) profit and loss account for the accounting year from 1 January to 31 December 2010 showing a net profit of PLN 517,724 thousand,
- b) balance sheet as at 31 December 2010 showing total assets and liabilities of PLN 83,520,654 thousand,
- c) statement of movements in equity for the accounting year from 1 January to 31 December 2010 showing an increase of equity by PLN 2,717,332 thousand,
- d) cash flow statement for the accounting year from 1 January to 31 December 2010 showing a net decrease of the level of money funds by PLN 582,882 thousand,
- e) explanatory notes to the financial statements.

are approved.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 2  
of XXIV Ordinary General Meeting  
of BRE Bank SA  
dated 30 March 2011**

Draft

***Re.: division of the 2010 profit***

Pursuant to § 11 letter b) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

The net profit earned by the Bank in 2010, amounting to PLN 517,724 thousand, shall be allocated:

1. in the amount of PLN 60,000 thousand to the general banking risk reserve;
2. in the amount of PLN 457,724 thousand to the supplementary capital.

**§ 2**

Dividend for 2010 will not be paid.

**§ 3**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 3  
of XXIV Ordinary General Meeting  
of BRE Bank SA  
dated 30 March 2011**

Draft

***Re.: vote of discharge of duties for a Member of the Management Board of BRE Bank SA***

Pursuant to § 11 letter c) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

Mr. Cezary Stypułkowski, President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2010, for the period between 1 October 2010 and 31 December 2010.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 4**  
**of XXIV Ordinary General Meeting**  
**of BRE Bank SA**  
**dated 30 March 2011**

Draft

***Re.: vote of discharge of duties for a Member of the Management Board of BRE Bank SA***

Pursuant to § 11 letter c) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

Mrs. Karin Katerbau, Vice-President of the Management Board of the Bank, is given the vote of discharge of her duties for the financial year 2010.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 5**  
**of XXIV Ordinary General Meeting**  
**of BRE Bank SA**  
**dated 30 March 2011**

Draft

***Re.: vote of discharge of duties for a Member of the Management Board of BRE Bank SA***

Pursuant to § 11 letter c) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

Mr. Wiesław Thor, Vice-President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2010.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 6**  
**of XXIV Ordinary General Meeting**  
**of BRE Bank SA**  
**dated 30 March 2011**

Draft

***Re.: vote of discharge of duties for a Member of the Management Board of BRE Bank SA***

Pursuant to § 11 letter c) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

Mr. Przemysław Gdański, Member of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2010.

**§ 2**

This Resolution comes into effect on the day of its adoption.

***Resolution No. 7  
of XXIV Ordinary General Meeting  
of BRE Bank SA  
dated 30 March 2011***

Draft

***Re.: vote of discharge of duties for a Member of the Management Board of BRE Bank SA***

Pursuant to § 11 letter c) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

Mr. Hans Dieter Kemler, Member of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2010.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 8**  
**of XXIV Ordinary General Meeting**  
**of BRE Bank SA**  
**dated 30 March 2011**

Draft

***Re.: vote of discharge of duties for a Member of the Management Board of BRE Bank SA***

Pursuant to § 11 letter c) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

Mr. Jarosław Mastalerz, Member of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2010.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 9**  
**of XXIV Ordinary General Meeting**  
**of BRE Bank SA**  
**dated 30 March 2011**

Draft

***Re.: vote of discharge of duties for a Member of the Management Board of BRE Bank SA***

Pursuant to § 11 letter c) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

Mr. Christian Rhino, Member of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2010.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 10**  
**of XXIV Ordinary General Meeting**  
**of BRE Bank SA**  
**dated 30 March 2011**

Draft

***Re.: vote of discharge of duties for a Member of the Management Board of BRE Bank SA***

Pursuant to § 11 letter c) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

Mr. Mariusz Grendowicz, former President of the Management Board of the Bank, is given the vote of discharge of his duties for the financial year 2010, for the period between 1 January 2010 and 2 August 2010.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 11**  
**of XXIV Ordinary General Meeting**  
**of BRE Bank SA**  
**dated 30 March 2011**

Draft

***Re.: Approval of election of a Member of the Supervisory Board, on the basis of § 19 section 3 of the By-laws of BRE Bank SA***

Pursuant to § 19 item 3 of the By-laws of BRE Bank SA, it is resolved as follows:

**§1**

In relation to resignation of Mr. Michael Schmid from the post of a Member of the Supervisory Board as of 31 March 2010, the General Meeting of BRE Bank SA approves the election on 30 March 2010 of Mr. Sascha Klaus for the post of a Member of the Supervisory Board for the period starting from 1 April 2010.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 12**  
**of XXIV Ordinary General Meeting**  
**of BRE Bank SA**  
**dated 30 March 2011**  
Draft

***Re.: vote of discharge of duties for a Member of the Supervisory Board of BRE Bank SA***

Pursuant to § 11 letter c) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

Mr. Maciej Leśny, Chairman of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2010.

**§ 2**

This Resolution comes into effect on the day of its adoption.

***Resolution No. 13  
of XXIV Ordinary General Meeting  
of BRE Bank SA  
dated 30 March 2011***

Draft

***Re.: vote of discharge of duties for a Member of the Supervisory Board of BRE Bank SA***

Pursuant to § 11 letter c) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

Mr. Andre Carls, Deputy Chairman of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2010.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 14**  
**of XXIV Ordinary General Meeting**  
**of BRE Bank SA**  
**dated 30 March 2011**

Draft

***Re.: vote of discharge of duties for a Member of the Supervisory Board of BRE Bank SA***

Pursuant to § 11 letter c) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

Mr. Achim Kassow, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2010.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 15**  
**of XXIV Ordinary General Meeting**  
**of BRE Bank SA**  
**dated 30 March 2011**

Draft

***Re.: vote of discharge of duties for a Member of the Supervisory Board of BRE Bank SA***

Pursuant to § 11 letter c) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

Mr. Sascha Klaus, Member of the Supervisory Board, is given the vote of discharge of his duties for the financial year 2010 for the period between 1 April 2010 and 31 December 2010.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 16**  
**of XXIV Ordinary General Meeting**  
**of BRE Bank SA**  
**dated 30 March 2011**

Draft

***Re.: vote of discharge of duties for a Member of the Supervisory Board of BRE Bank SA***

Pursuant to § 11 letter c) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

Mrs. Teresa Mokrysz, Member of the Supervisory Board of the Bank, is given the vote of discharge of her duties for the financial year 2010.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 17**  
**of XXIV Ordinary General Meeting**  
**of BRE Bank SA**  
**dated 30 March 2011**

Draft

***Re.: vote of discharge of duties for a Member of the Supervisory Board of BRE Bank SA***

Pursuant to § 11 letter c) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

Mr. Michael Schmid, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2010, for the period between 1 January 2010 and 31 March 2010.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 18**  
**of XXIV Ordinary General Meeting**  
**of BRE Bank SA**  
**dated 30 March 2011**

Draft

***Re.: vote of discharge of duties for a Member of the Supervisory Board of BRE Bank SA***

Pursuant to § 11 letter c) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

Mr. Stefan Schmittmann, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2010.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 19**  
**of XXIV Ordinary General Meeting**  
**of BRE Bank SA**  
**dated 30 March 2011**

Draft

***Re.: vote of discharge of duties for a Member of the Supervisory Board of BRE Bank SA***

Pursuant to § 11 letter c) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

Mr. Waldemar Stawski, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2010.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 20**  
**of XXIV Ordinary General Meeting**  
**of BRE Bank SA**  
**dated 30 March 2011**

Draft

***Re.: vote of discharge of duties for a Member of the Supervisory Board of BRE Bank SA***

Pursuant to § 11 letter c) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

Mr. Jan Szomburg, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2010.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 21**  
**of XXIV Ordinary General Meeting**  
**of BRE Bank SA**  
**dated 30 March 2011**

Draft

***Re.: vote of discharge of duties for a Member of the Supervisory Board of BRE Bank SA***

Pursuant to § 11 letter c) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

Mr. Marek Wierzbowski, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2010.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 22**  
**of XXIV Ordinary General Meeting**  
**of BRE Bank SA**  
**dated 30 March 2011**

Draft

***Re.: vote of discharge of duties for a Member of the Supervisory Board of BRE Bank SA***

Pursuant to § 11 letter c) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

Mr. Martin Zielke, Member of the Supervisory Board of the Bank, is given the vote of discharge of his duties for the financial year 2010.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 23  
of XXIV Ordinary General Meeting  
of BRE Bank SA  
dated 30 March 2011**

Draft

***Re.: approval of the Management Board Report on the Business of BRE Bank Group and the Consolidated Financial Statements of the BRE Bank Group for 2010***

Pursuant to § 11 letter a) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

The audited consolidated financial statements of the BRE Bank Group for 2010 comprising of:

- a) consolidated profit and loss account for the accounting year from 1 January to 31 December 2010 showing a net profit of PLN 660,865 thousand,
- b) consolidated balance sheet as at 31 December 2010 showing total assets and liabilities of PLN 90,042,441 thousand,
- c) statement of movements in consolidated capital for the accounting year from 1 January to 31 December 2010 showing an increase of capital by PLN 2,806,131 thousand,
- d) consolidated cash flow statement for the accounting year from 1 January to 31 December 2010 showing a net decrease of the level of money funds by PLN 1,037,957 thousand,
- e) explanatory notes to the consolidated financial statements,

and the Management Board Report on the Business BRE Bank Group for the period from 1 January 2010 to 31 December 2010, are approved.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 24  
of XXIV Ordinary General Meeting  
of BRE Bank SA  
dated 30 March 2011**

Draft

***Re.: amendment of the By-laws of BRE Bank SA***

Pursuant to § 11 letter e) of the By-laws of BRE Bank SA, it is resolved as follows:

**§1**

The following amendments are made to the By-laws of the Bank:

**1.** In § 6:

- i)** in section 2 point 11 is deleted and in the result the consecutive numbering is changed respectively;
- ii)** new section 3 is added in the following wording:

“3. following brokerage activities:

- 1) acceptance and transfer of orders to acquire or dispose of financial instruments,
- 2) acquisition or disposal of financial instruments for own account,
- 3) offering financial instruments,
- 4) provision of services under standby underwriting agreement and firm commitment underwriting agreements or execution and performance of other similar agreements on financial instruments.”

- iii)** new section 4 is added in the following wording:

“4. following activities conducted under Art. 70.2 of the Act on Trading in Financial Instruments:

- 1) acceptance and transfer of orders to acquire or dispose of financial instruments,
- 2) acquisition or disposal of financial instruments for own account,
- 3) investment advisory,
- 4) offering financial instruments,
- 5) provision of services under standby underwriting agreement and firm commitment underwriting agreements or execution and performance of other similar agreements on financial instruments.”

- 2.** In § 27 section 2 and § 39 the name “Banking Supervision Commission” is replaced by “Financial Supervision Commission”.

**§ 2**

The Supervisory Board of the Bank is hereby authorized to determine the uniform text of the amended By-laws.

**§ 3**

The Resolution comes into force on the day of its adoption, with effect as of its registration by the registry court.

**Resolution No. 25**  
**of XXIV Ordinary General Meeting**  
**of BRE Bank SA**  
**dated 30 March 2011**

Draft

***Re.: Specifying a number of members of the Supervisory Board of BRE Bank SA***

Pursuant to § 17 section 4 of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

The Supervisory Board shall be composed of ... persons.

**§ 2**

This Resolution comes into effect on the day of its adoption.

**Resolution No. 26**  
**of XXIV Ordinary General Meeting**  
**of BRE Bank SA**  
**dated 30 March 2011**

Draft

***Re.: Election of the members of the Supervisory Board of BRE Bank SA***

Pursuant to § 11 letter d) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

The Supervisory Board composed of ... persons is hereby appointed for the joint term of office of three years, consisting of:

.....

**§ 2**

This Resolution comes into effect on the day of its adoption.

*Resolution No. 27  
of XXIV Ordinary General Meeting  
of BRE Bank SA  
dated 30 March 2011*

Draft

***Re.: Appointment of an Auditor to audit the Financial Statements of BRE Bank SA and the BRE Bank Group for 2011***

Pursuant to § 11 letter n) of the By-laws of BRE Bank SA, it is resolved as follows:

**§ 1**

The General Meeting of BRE Bank SA appoints \_\_\_\_\_  
as the Auditor to audit the Financial Statements of BRE Bank SA and the Consolidated  
Financial Statements of the BRE Bank Group for 2011.

**§ 2**

This Resolution comes into effect on the day of its adoption.