

**Form concerning the exercising of voting rights by an attorney during the
Ordinary General Assembly
of Kredyt Bank S.A. on 25 May 2011**

The auxiliary material for exercising voting rights by stockholders' attorneys during the Ordinary General Assembly of Kredyt Bank S.A. convened on 25 May 2011. The use of the form is not obligatory for the stockholder and does not constitute a condition of casting a vote by an attorney present at the Ordinary General Assembly

I. Stockholder's Identification Data

(Name and Surname / business name of the Stockholder)	(address, PESEL,REGON,KRS)
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II. Attorney's Identification Data

(Name and Surname / business name of the Attorney if he casts the vote)	(address, PESEL,REGON,KRS)
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_____ (place, date, Stockholder's signature)

III. Casting a vote/voting instruction in relation to resolutions

In case of voting the applicable square shall be marked .

Voting point 1. of the Agenda

On the election of the Chairman of the Ordinary General Assembly

1) Candidate.....

2) Candidate.....

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Voting point 3. of the Agenda
On the approval of the Agenda

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Voting point 4. of the Agenda
On the Election of Polling and Resolutions Commission

- 1) Candidate.....
- 2) Candidate.....
- 3) Candidate.....

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Voting point 7 a. of the Agenda

Draft

Resolution no. 1/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011

On approving the Bank's 2010 financial statement

Pursuant to § 14 point 1 of the Bylaws of Kredyt Bank S.A., in connection with article 395 § 2 item 1 of the Commercial Companies Code the following resolution is taken:

§ 1

The Bank's 2010 financial statement for the financial year 2010 ended on December 31, 2010 shall be approved, consisting of:

- › profit-and-loss account for the period from January 1, 2010 until December 31, 2010 showing a net profit amounting to PLN 111.239 thousand (say: PLN one hundred eleven million two hundred thirty nine thousand zlotys),
- › the report of total proceeds for the period from January 1, 2010 until December 31, 2010 showing the total proceeds in the amount of PLN 164.944 thousand (say: one hundred sixty four million nine hundred forty four thousand zlotys),
- › balance sheet as of December 31, 2010 with its total assets and liabilities and equity amounting to PLN 43.000.255 thousand (say: PLN forty three billion two hundred fifty five thousand zlotys),
- › specification of changes in equity for the period from January 1, 2010 until December 31, 2010 showing the increase in the equity by PLN 164.944 thousand (say: one hundred sixty four million nine hundred forty four thousand zlotys),
- › cash flow statement for the period from January 1, 2010 until December 31, 2010, showing the increase in net cash by PLN 1.210.239 thousand (say: one billion two hundred ten million two hundred thirty nine thousand zlotys),
- › principles of accounting policy and additional explanatory notes.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

**Resolution no. 2/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On approving the Bank's Management Board report on the activity
of Kredyt Bank S.A. in 2010**

Pursuant to § 14 point 1 of the Bylaws of Kredyt Bank S.A., in connection with article 395 § 2 item 1 of the Commercial Companies Code the following resolution is taken:

§ 1

The Management Board's report on the activity of Kredyt Bank S.A. in the financial year 2010 ended on December 31, 2010 is approved.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

**Resolution no. 3/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

On approving the Bank's Supervisory Board report assessing 2010 financial statement and the Management Board report on the activity of Kredyt Bank S.A. in the year of 2010

Pursuant to § 14 point 1 of the Bylaws of Kredyt Bank S.A., in connection with article 382 § 3 of the Commercial Companies Code the following resolution is taken:

§ 1

The Bank's Supervisory Board report assessing the Bank's 2010 financial statement and the Management Board report on the activity of Kredyt Bank S.A. in the year of 2010 is approved.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Voting point 7 b. of the Agenda

Draft

**Resolution no. 4/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

On the distribution of profit for the year 2010

Pursuant to § 14 point 2 of the Bylaws of Kredyt Bank S.A. in connection with article 395 § 2 item 2 of the Commercial Companies Code the following resolution is passed:

§ 1

Net profit for the financial year 2010, amounting to PLN 111.239.095,19 (say: PLN one hundred eleven million two hundred thirty nine thousand ninety five zlotys and 19/100 zlotys) shall be designated as follows:

- › payment of dividend in the amount of PLN 100.513.785,60 (say: PLN one hundred million five hundred thirteen thousand seven hundred eighty five zlotys and 60/100 zlotys)
- › the remaining amount of PLN 10.725.309,59 (say: PLN ten million seven hundred twenty five thousand three hundred and nine zlotys and 59/100 zlotys) will be transferred to the Bank's supplementary capital.

§ 2

1. 271,658,880 (say: two hundred seventy one million six hundred fifty eight thousand eight hundred eighty) shares of Kredyt Bank S.A., the series from A to W (inclusive), shall participate in the dividend distribution specified in § 1.
2. A dividend per 1 share is equal to PLN 0.37 zlotys (say: 37/100 zlotys) gross.

§ 3

June 14, 2011 is a dividend record day, and dividend record shall be performed within that day. This means that those shareholders shall be entitled to the dividend who will be owning the shares of Kredyt Bank S.A. until the end of June 14, 2011.

§ 4

The dividend will be paid out on June 30, 2011.

§ 5

This resolution becomes effective as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Voting point 7 c. of the Agenda

Draft

**Resolution no. 5/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the granting of approval of performance by Mr Maciej Bardan
of his duties in the financial year of 2010**

Pursuant to § 14 point 4 of the Bylaws of Kredyt Bank S.A. in connection with article 395 § 2 item 3 of the Commercial Companies Code the following resolution is passed:

§ 1

Mr Maciej Bardan, President of the Bank's Management Board, is granted approval of performance of his duties in the year 2010, i.e. in the period from January 1, 2010 until December 31, 2010.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

**Resolution no. 6/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the granting of approval of performance by Mr Umberto Arts
of his duties in the financial year of 2010**

Pursuant to § 14 point 4 of the Bylaws of Kredyt Bank S.A. in connection with article 395 § 2 item 3 of the Commercial Companies Code the following resolution is passed:

§ 1

Mr Umberto Arts, Deputy President of the Bank's Management Board, is granted approval of performance of his duties in the year 2010, i.e. in the period from January 1, 2010 until December 31, 2010.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

**Resolution no. 7/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the granting of approval of performance by Mrs Lidia Jabłonowska-Luba
of her duties in the financial year of 2010**

Pursuant to § 14 point 4 of the Bylaws of Kredyt Bank S.A. in connection with article 395 § 2 item 3 of the Commercial Companies Code the following resolution is passed:

§ 1

Mrs Lidia Jabłonowska-Luba, Deputy President of the Bank's Management Board, is granted approval of performance of her duties in the year 2010, i.e. in the period from January 1, 2010 until March 14, 2010.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

**Resolution no. 8/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the granting of approval of performance by Mr Krzysztof Kokot
of his duties in the financial year of 2010**

Pursuant to § 14 point 4 of the Bylaws of Kredyt Bank S.A. in connection with article 395 § 2 item 3 of the Commercial Companies Code the following resolution is passed:

§ 1

Mr Krzysztof Kokot, Deputy President of the Bank's Management Board, is granted approval of performance of his duties in the year 2010, i.e. in the period from January 1, 2010 until December 31, 2010.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

**Resolution no. 9/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the granting of approval of performance by Mr Zbigniew Kudaś
of his duties in the financial year of 2010**

Pursuant to § 14 point 4 of the Bylaws of Kredyt Bank S.A. in connection with article 395 § 2 item 3 of the Commercial Companies Code the following resolution is passed:

§ 1

Mr Zbigniew Kudaś, Deputy President of the Bank's Management Board, is granted approval of performance of his duties in the year 2010, i.e. in the period from April 26, 2010 until December 31, 2010.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

**Resolution no. 10/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the granting of approval of performance by Mr Piotr Sztrauch
of his duties in the financial year of 2010**

Pursuant to § 14 point 4 of the Bylaws of Kredyt Bank S.A. in connection with article 395 § 2 item 3 of the Commercial Companies Code the following resolution is passed:

§ 1

Mr Piotr Sztrauch, Deputy President of the Bank's Management Board, is granted approval of performance of his duties in the year 2010, i.e. in the period from September 15, 2010 until December 31, 2010.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

**Resolution no. 11/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the granting of approval of performance by Mr Gert Rammeloo
of his duties in the financial year of 2010**

Pursuant to § 14 point 4 of the Bylaws of Kredyt Bank S.A. in connection with article 395 § 2 item 3 of the Commercial Companies Code the following resolution is passed:

§ 1

Mr Gert Rammeloo, Deputy President of the Bank's Management Board, is granted approval of performance of his duties in the year 2010, i.e. in the period from January 1, 2010 until December 31, 2010.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

**Resolution no. 12/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the granting of approval of performance by Mr Andrzej Witkowski
of his duties in the financial year of 2010**

Pursuant to § 14 point 4 of the Bylaws of Kredyt Bank S.A. in connection with article 395 § 2 item 3 of the Commercial Companies Code the following resolution is passed:

§ 1

Mr Andrzej Witkowski, Chairman of the Bank's Supervisory Board, is granted approval of performance of his duties in the year 2010, i.e. in the period from January 1, 2010 until December 31, 2010.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

**Resolution no. 13/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the granting of approval of performance by Mr Adam Noga
of his duties in the financial year of 2010**

Pursuant to § 14 point 4 of the Bylaws of Kredyt Bank S.A. in connection with article 395 § 2 item 3 of the Commercial Companies Code the following resolution is passed:

§ 1

Mr Adam Noga, Deputy Chairman of the Bank's Supervisory Board, is granted approval of performance of his duties in the year 2010, i.e. in the period from January 1, 2010 until December 31, 2010.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

**Resolution no. 14/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the granting of approval of performance by Mr Ronny Delchambre
of his duties in the financial year of 2010**

Pursuant to § 14 point 4 of the Bylaws of Kredyt Bank S.A. in connection with article 395 § 2 item 3 of the Commercial Companies Code the following resolution is passed:

§ 1

Mr Ronny Delchambre, Member of the Bank's Supervisory Board, is granted approval of performance of his duties in the year 2010, i.e. in the period from January 1, 2010 until December 31, 2010.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

**Resolution no. 15/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the granting of approval of performance by Mr François Gillet
of his duties in the financial year of 2010**

Pursuant to § 14 point 4 of the Bylaws of Kredyt Bank S.A. in connection with article 395 § 2 item 3 of the Commercial Companies Code the following resolution is passed:

§ 1

Mr François Gillet, Member of the Bank's Supervisory Board, is granted approval of performance of his duties in the year 2010, i.e. in the period from January 1, 2010 until February 23, 2010.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

**Resolution no. 16/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the granting of approval of performance by Mr John Hollows.
of his duties in the financial year of 2010**

Pursuant to § 14 point 4 of the Bylaws of Kredyt Bank S.A. in connection with article 395 § 2 item 3 of the Commercial Companies Code the following resolution is passed:

§ 1

Mr John Hollows, Member of the Bank's Supervisory Board is granted approval of performance of his duties in the year 2009, i.e. in the period from January 1, 2010 until May 26, 2010.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

**Resolution no. 17/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the granting of approval of performance by Mr Stefan Kawalec
of his duties in the financial year of 2010**



Pursuant to § 14 point 4 of the Bylaws of Kredyt Bank S.A. in connection with article 395 § 2 item 3 of the Commercial Companies Code the following resolution is passed:

§ 1

Mr Stefan Kawalec, Member of the Bank's Supervisory Board, is granted approval of performance of his duties in the year 2010, i.e. in the period from May 26, 2010 until December 31, 2010.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For Number of Shares:	<input type="checkbox"/> Against <input type="checkbox"/> Objection Number of Shares:	<input type="checkbox"/> Abstaining Number of Shares:	<input type="checkbox"/> At attorney's discretion Number of Shares:	<input type="checkbox"/> Other
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Draft

**Resolution no. 18/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the granting of approval of performance by Mr Feliks Kulikowski
of his duties in the financial year of 2010**

Pursuant to § 14 point 4 of the Bylaws of Kredyt Bank S.A. in connection with article 395 § 2 item 3 of the Commercial Companies Code the following resolution is passed:

§ 1

Mr Feliks Kulikowski, Member of the Bank's Supervisory Board, is granted approval of performance of his duties in the year 2010, i.e. in the period from January 1, 2010 until May 26, 2010

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For Number of Shares:	<input type="checkbox"/> Against <input type="checkbox"/> Objection Number of Shares:	<input type="checkbox"/> Abstaining Number of Shares:	<input type="checkbox"/> At attorney's discretion Number of Shares:	<input type="checkbox"/> Other
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**Resolution no. 19/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the granting of approval of performance by Mr Dirk Mampaey
of his duties in the financial year of 2010**

Pursuant to § 14 point 4 of the Bylaws of Kredyt Bank S.A. in connection with article 395 § 2 item 3 of the Commercial Companies Code the following resolution is passed:

§ 1

Mr Dirk Mampaey, Member of the Bank's Supervisory Board, is granted approval of performance of his duties in the year 2009, i.e. in the period from January 1, 2010 until December 31, 2010.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

**Resolution no. 20/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the granting of approval of performance by Mr Marek Michałowski
of his duties in the financial year of 2010**

Pursuant to § 14 point 4 of the Bylaws of Kredyt Bank S.A. in connection with article 395 § 2 item 3 of the Commercial Companies Code the following resolution is passed:

§ 1

Mr Marek Michałowski, Member of the Bank's Supervisory Board, is granted approval of performance of his duties in the year 2010, i.e. in the period from January 1, 2010 until March 23, 2010.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

**Resolution no. 21/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the granting of approval of performance by Mr Jarosław Parkot
of his duties in the financial year of 2010**

Pursuant to § 14 point 4 of the Bylaws of Kredyt Bank S.A. in connection with article 395 § 2 item 3 of the Commercial Companies Code the following resolution is passed:

§ 1

Mr Jarosław Parkot, the Member of the Bank's Supervisory Board, is granted approval of performance of his duties in the year 2010, i.e. in the period from May 26, 2010 until December 31, 2010.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

**Resolution no. 22/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the granting of approval of performance by Mr Krzysztof Trębaczkiwicz
of his duties in the financial year of 2010**

Pursuant to § 14 point 4 of the Bylaws of Kredyt Bank S.A. in connection with article 395 § 2 item 3 of the Commercial Companies Code the following resolution is passed:

§ 1

Mr Krzysztof Trębaczkiwicz, Member of the Bank's Supervisory Board, is granted approval of performance of his duties in the year 2010, i.e. in the period from January 1, 2010 until May 26, 2010.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

**Resolution no. 23/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the granting of approval of performance by Mr Marco Volič
of his duties in the financial year of 2010**

Pursuant to § 14 point 4 of the Bylaws of Kredyt Bank S.A. in connection with article 395 § 2 item 3 of the Commercial Companies Code the following resolution is passed:

§ 1

Mr Marco Voljč, Member of the Bank's Supervisory Board, is granted approval of performance of his duties in the year 2010, i.e. in the period from May 26, 2010 until December 31, 2010.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Voting point 9. of the Agenda

Draft

**Resolution no. 24/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the approval of the 2010 consolidated financial statement
of the Kredyt Bank S.A. Capital Group**

Pursuant to § 14 point 5 of the Bylaws of Kredyt Bank S.A., in connection with Article 395 § 5 of the Commercial Companies Code, the following is resolved:

§ 1

The consolidated financial statement of the Capital Group of Kredyt Bank for the financial year 2010 ended on December 31, 2010 shall be approved, consisting of:

- › the consolidated profit-and-loss account for the period from January 1, 2010 until December 31, 2010 showing a net profit amounting to PLN 185.936 thousand (say: one hundred eighty five million nine hundred thirty six thousand zlotys),
- › the consolidated report of total proceeds for the period from January 1, 2010 until December 31, 2010 showing the total proceeds in the amount of PLN 239.641 thousand (say: two hundred thirty nine million six hundred forty one thousand zlotys),
- › consolidated balance sheet as of December 31, 2010 with its total assets and liabilities and equity amounting to PLN 43.374.246 thousand (say: forty three billion three hundred seventy four million two hundred forty six thousand zlotys),
- › specification of changes in consolidated equity for the period from January 1, 2010 until December 31, 2010 showing the increase in the equity by PLN 239.641 thousand (say: two hundred thirty nine million six hundred forty one thousand zlotys),
- › the consolidated cash flow statement for the period from January 1, 2010 to December 31, 2010, showing the increase in net cash by PLN 1.210.302 thousand (say: one billion two hundred ten million three hundred and two thousand zlotys),
- › principles of accounting policy and additional explanatory notes.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

**Resolution no. 25/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the approving the Bank's Management Board report from the activity
of the Kredyt Bank S.A. Capital Group in 2010**

Pursuant to § 14 point 5 of the Bylaws of Kredyt Bank S.A., in connection with Article 395 § 5 of the Commercial Companies Code, the following is resolved:

§ 1

The Management Board's report on the activity of the Kredyt Bank S.A. Capital Group in the financial year 2010 ended on December 31, 2010 is approved.

§ 2

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Voting point 10. of the Agenda

Draft

**Resolution no. 26/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

On adoption in Kredyt Bank S.A. of the document „Code of Best Practice for WSE Listed Companies” 2010

Pursuant to § 29 of the Warsaw Stock Exchange Regulations the following is resolved:

§ 1

1. The General Assembly adopts for application in Kredyt Bank S.A. activity the principles of the corporate governance – „Code of Best Practice for WSE Listed Companies” 2010.
2. „Code of Best Practice for WSE Listed Companies” 2010 were included in the attachment no. 1 to the resolution.

§ 2

This resolution becomes effective as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Voting point 11. of the Agenda

Draft

**Resolution no. 27/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

On the amendments to the Bylaws of Kredyt Bank S.A.

Pursuant to art. 430 § 1 of the Commercial Companies Code, and in connection with § 14 point 7 of the Bylaws of Kredyt Bank S.A the following is resolved:

§ 1

The following amendments are introduced to the Bylaws of Kredyt Bank S.A.:

1. § 5 sec. 2 point 2) of the Bylaws of Kredyt Bank S.A. shall be amended as follows:

- 2) purchase **as well as alienate** on its own account, or that of third parties, securities and other financial instruments, trade in securities and other financial instruments, **accept and transfer the orders to purchase or alienate financial instruments not admitted to**

organized trade as well as securities issued by the State Treasury or the National Bank of Poland, and perform such orders on the account of the person submitting such an order, operate securities accounts, and act as an intermediary in concluding and performance of securities account agreements,

2. § 5 sec. 2 point 4) of the Bylaws of Kredyt Bank S.A. shall be amended as follows:

4) incur liabilities related to issuing securities, offer securities issued by the State Treasury or the National Bank of Poland, and other financial instruments not admitted to organized trade, render services in the course of performance of concluded agreements of investment or service sub-issuances or conclude and perform other agreements of similar nature, provided that securities are comprised by the subject matter thereof,

3. § 5 sec. 2 point 12) of the Bylaws of Kredyt Bank S.A. shall be amended as follows:

12) provide consulting and advisory services in the realm of finance, perform activities of investment advisory within the ambit of securities issued by the State Treasury or the National Bank of Poland, and other financial instruments not admitted to organized trade,

4. § 5 sec. 2 point 13) of the Bylaws of Kredyt Bank S.A. shall be amended as follows:

13) intermediate in bank activities for other banks and intermediate in finance services for other banks, credit and finance institutions, as well as perform the function of an agent of an investment company,

5. Point 14) in sec. 2 of § 5 shall be added and consequently the Bylaws of Kredyt Bank S.A. shall be amended as follows:

14) manage securitized receivables.

6. § 14 point 5) of the Bylaws of Kredyt Bank S.A. shall be amended as follows:

5) examine and approve the Management Board's report on the activities of the capital group and consolidated financial statement of the capital group for the preceding financial year,

7. § 15 sec. 3 of the Bylaws of Kredyt Bank S.A. shall be amended as follows:

3. Resolutions of the General Meeting require absolute majority of votes unless the Code of Commercial Companies provides otherwise. In matters listed under § 14 point 7, 8, 10, 11 and 12 as also p. 9 within the scope of disposal and lease of the business enterprise or its organised part, resolutions should be adopted by a majority of at least three-fourths of cast votes. The resolution on removing a matter placed in the agenda upon the motion of shareholders or on giving up considering such a matter, may be adopted by the General Meeting by a majority of at least three-fourths of cast votes and upon consent of shareholders, upon motion of which such matter was placed in the agenda and being present at General Meeting.

8. § 24 sec. 1 point 3) of the Bylaws of Kredyt Bank S.A. shall be amended as follows:

3) appoint, upon the recommendation of the Audit, Risk and Compliance Committee an entity entitled to examine financial statement, as well as consolidated financial statement of the capital group,

9. § 24 sec. 1 point 5) of the Bylaws of Kredyt Bank S.A. shall be amended as follows:

5) approve the Bank's policy referring to incurring and granting credits, loans and guarantees, acquisition and alienation of debentures, including mode of taking decisions and competences within the above matters of value exceeding 5 % of Bank's own funds,

10. § 24 sec. 1 point 12) of the Bylaws of Kredyt Bank S.A. shall be amended as follows:

12) grant, upon a proposal of Management Board, a consent to incur obligation or to dispose of any assets, which total value in proportion to a single entity will exceed 5% of Bank's own funds with the reservation of point 5) above and § 29 sec. 3 hereinbelow.

11. § 24 sec. 2 of the Bylaws of Kredyt Bank S.A. shall be amended as follows:

2. The Supervisory Board appoints from among its Members the Audit, Risk and Compliance Committee and the Remuneration Committee. The Supervisory Board may establish other Committees, if necessary. The scope, code of conduct and the composition of the Committees shall be determined by the Supervisory Board.

12. § 24 sec. 3 of the Bylaws of Kredyt Bank S.A. shall be amended as follows:

3. The Audit, Risk and Compliance Committee exercises supervision over the activity of organizational units of the Bank responsible for internal audit, risk management and the compliance function. Besides the activities referred to in the preceding sentence the Audit, Risk and Compliance Committee shall be responsible, including but not limited to, for:

- 1) monitoring of the financial reporting process,
- 2) monitoring of the effectiveness of the internal control, internal audit as well as risk management systems,
- 3) monitoring of performance of financial audit,
- 4) monitoring of independence of a public chartered accountant, as well as the entity entitled to examination of financial statements, including such in the course of performance of services envisaged in the provisions on the chartered public accountants.

13. § 28 sec. 4 of the Bylaws of Kredyt Bank S.A. shall be amended as follows:

4. The President of the Management Board supervises the affairs of the Bank's activity, including but not limited to, in the areas of audit, compliance function, human resources, administration as well as legal function.

14. Sec. 3 shall be added to § 29 and consequently the Bylaws of Kredyt Bank S.A. shall be amended as follows:

3.

1) The Management Board passes resolutions on:

- a) incurring an obligation, within the scope of inter-bank market transactions, also when their aggregate value in relation to a single entity shall exceed 5% of Bank's own funds;
- b) disposing assets within the scope of inter-bank market transactions, also when their aggregate value in relation to a single entity shall exceed 5% but shall not exceed 25% of Bank's own funds.

2) The Management Board may by a means of a resolution in the same scope authorize an appropriate person or persons in the Bank to decide on incurring an obligation or disposing assets, within the scope of inter-bank market transactions. The resolution of the Management Board shall define the scope of authorization and mode of making decisions by the authorized appropriate person or persons.

15. Sec. 5 shall be added to § 29 and consequently the Bylaws of Kredyt Bank S.A. shall be amended as follows:

5. Acquisition or alienation of real estates the right of perpetual usufruct and share in real estates, does not require passing a resolution by the General Meeting regardless of their value.

16. § 34 of the Bylaws of Kredyt Bank S.A. shall be amended as follows:

- 1. The Bank is obliged to have its own funds that are adjusted to the scale of the activities conducted.
- 2. The Bank's own funds comprise:
 - 1) Bank's primary funds (Tier I funds),
 - 2) Bank's supplementary funds (Tier II funds) which can not exceed the Bank's primary funds,
- 3. The principles of establishing and maintaining the Bank's own funds are defined by the banking law as well as by the specific regulations issued on its basis.

17. § 38 of the Bylaws of Kredyt Bank S.A. shall be amended as follows:

- 1. The supplementary capital shall be created from capital allowances from the net profit and surpluses attained during issuance of shares above their face value after deduction of cost of such issuance, and it shall be designated for the coverage of loss shown in the financial statement as well as other expenses, including but not limited to payment of dividend.
- 2. Annual allowances from the net profit for a supplementary capital shall amount at least to 8 % of the net profit for a given financial year, until the said capital amounts to at least one third of the share capital.

18. § 41 of the Bylaws of Kredyt Bank S.A. shall be amended as follows:

- 1. Reserve capital is created from deductions from net profit in the amount resolved by the General Meeting.
- 2. Reserve fund is earmarked for covering losses and unexpected expenses related to Bank's activity as well as for the increase of the share capital and payment of dividend.

19. § 44 of the Bylaws of Kredyt Bank S.A. shall be amended as follows:

Shareholders shall be entitled to participate in profit disclosed in the financial statements examined by an **entity entitled to examine financial statements** and earmarked by the General Meeting for distribution to the shareholders.

20. § 44a sec. 2 of the Bylaws of Kredyt Bank S.A. shall be amended as follows:

2. The Management Board can adopt a resolution on payment of advances towards the expected dividends, if the approved financial statement of the Bank for the preceding financial year shows a profit. The amount of such advance shall be determined by the Management Board, taking into consideration the amount of the preceding end-of-financial-year profit. The advance shall not exceed one-half of the profit earned since the end of the preceding financial year as shown in a financial statement examined by an **entity entitled to examine financial statements**, increased by such reserves created out of the profit as the Management Board may employ in paying out advances, and reduced by uncovered losses and owned own shares.

21. § 47 of the Bylaws of Kredyt Bank S.A. shall be amended as follows:

The financial statement for the preceding financial year, **consolidated financial statement of the capital group** and an annual report of the Management Board shall be prepared not later than within three months from the end of each financial year. **The financial year shall be the calendar year.**

22. § 48 of the Bylaws of Kredyt Bank S.A. shall be amended as follows:

The entity entitled to examine financial statements, referred to in § 24, point 3, shall examine the financial statement for the preceding financial year not later than one month before the date of the General Meeting.

The entity entitled to examine financial statements shall present its **report on examination of the financial statement and report on examination of the consolidated financial statement of the capital group** together with conclusions, with the intermediation of the Management Board, to the Supervisory Board, which shall submit it to the General Meeting.

23. § 49 of the Bylaws of Kredyt Bank S.A. shall be amended as follows:

1. The financial statement for the preceding financial year, the annual report of the Management Board on the Bank's activity and proposals concerning the distribution of profit or coverage of losses shall be submitted by the Management Board to the Supervisory Board for appraisal **and in order to present it to the General Meeting for approval.**

2. **Consolidated financial statement of the capital group for the preceding financial year as well as report of the Management Board on the activities of the capital group, shall submitted by the Management Board to the Supervisory Board in order to present it to the General Meeting for approval.**

§ 2

The General Assembly authorises the Supervisory Board to determine a uniform wording of the Bylaws including the above amendments.

§ 3

§ 1 point 5 of the resolution comes into force provided that the Financial Supervision Commission grants consent to perform activities referred to in the said provision as well as grants its consent to the amendments to the Bylaws of Kredyt Bank S.A. and upon registration of the present amendments by the National Court Register.

The remaining provisions of the resolution become effective as from the day of registration.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Voting point 12. of the Agenda

Draft

**Resolution no. 28/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

On the approval of Supervisory Board Regulations of Kredyt Bank S.A.

Pursuant to § 14 point 15 of the Bylaws of Kredyt Bank S.A. the following is resolved:

§ 1.

1. The Supervisory Board Regulations of Kredyt Bank S.A. are approved.
2. The Regulations are included in the Enclosure no. 1 to the Resolution.

§ 2.

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Voting point 13. of the Agenda

Draft

**Resolution no. 29/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

**On the change to the composition of the Supervisory Board
of Kredyt Bank S.A.**

Pursuant to § 14 point 6 of the Bylaws of Kredyt Bank S.A. the following is resolved:

§ 1

.....

§ 2

This resolution becomes effective as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Voting point 14. of the Agenda

Draft – upon a motion of the shareholder
Pioneer Fundusz Inwestycyjny Otwarty of 3 March 2011.

**Resolution no. 30/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

On determining the number of Member of the Supervisory Board

Pursuant to Article 401 § 1 of the Commercial Companies Code and in connection with § 18 point 4 of the Bylaws of Kredyt Bank S.A., the following is resolved:

§ 1

The Ordinary General Assembly of Kredyt Bank S.A. resolves that the Supervisory Board of Kredyt Bank S.A. shall be composed of 9 (say: nine) persons.

§ 2

This resolution becomes effective as from the day of passing.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> At attorney's discretion	<input type="checkbox"/> Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Voting point 15. of the Agenda

D r a f t – upon a motion of the shareholder
Pioneer Fundusz Inwestycyjny Otwarty of 3 March 2011.

**Resolution no. 31/2011
Of the Ordinary General Assembly of Kredyt Bank S.A.
Dated 25 May 2011**

On the election of the Supervisory Board of Kredyt Bank S.A.

§ 1.

Pursuant to Article 401 § 1 of the Commercial Companies Code Hereby the General Assembly of Kredyt Bank S.A. appoints the Supervisory Board composed of the following persons:

1.
2.

§ 2.

This resolution comes into effect as from the day of passing.

<input type="checkbox"/> For Number of Shares:	<input type="checkbox"/> Against <input type="checkbox"/> Objection Number of Shares:	<input type="checkbox"/> Abstaining Number of Shares:	<input type="checkbox"/> At attorney's discretion Number of Shares:	<input type="checkbox"/> Other
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(Place, date, Stockholder's signature)

(place, date, attorney's signature)