

# Form concerning the exercising of voting rights by an attorney during the Ordinary General Assembly of Kredyt Bank S.A. on 26 May 2010

The auxiliary material for exercising voting rights by stockholders' attorneys during the Ordinary General Assembly of Kredyt Bank S.A. convened on 26 May 2010. 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 Da	ta
------------------------------------	----

(Name and Surname / business name of the Stockholder)	(address, PESEL,REGON,KRS)

#### II. Attorney's Identification Data

(Name and Surname / business name of the Attorney if he casts the vote)	(address, PESEL,REGON,KRS)

(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  $\Box$ .

# Voting point 1. of the Agenda On the election of the Chairman of the Ordinary General Assembly

# 1) Candidate.....

For	□ Against	☐ Abstaining	At attorney's discretion	□ Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	



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

For	□ Against	☐ Abstaining	☐ At attorney's discretion	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.....

For	□ Against	☐ Abstaining	At attorney's discretion	Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

# Voting point 7 a. of the Agenda

Draft

#### Resolution no. 1/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

# On approving the Bank's 2009 financial statement

Pursuant to § 14 point 1 of the by-laws 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 2009 financial statement for the financial year 2009 ended on December 31, 2009 is approved, consisting of:

 profit-and-loss account for the period from January 1, 2009 until December 31, 2009 showing a net profit amounting to PLN 165.301 thousand (say: PLN one hundred sixty five million three hundred one thousand zlotys),



- > the report of total proceeds for the period from January 1, 2009 until December 31, 2009 showing the total profit in the amount of PLN 73.079 thousand (say: seventy three million seventy nine thousand zlotys),
- > balance sheet as of December 31, 2009 with its total assets and liabilities and equity amounting to PLN 38.912.543 thousand (say: PLN thirty eight billion nine hundred twelve million five hundred forty three thousand zlotys),
- > specification of changes in equity for the period from January 1, 2009 until December 31, 2009 showing the increase in the equity by PLN 73.079 thousand (say: seventy three million seventy nine thousand zlotys),
- > cash flow statement for the period from January 1, 2009 until December 31, 2009, showing the increase in net cash by PLN 229.908 thousand (say: PLN two hundred twenty nine million nine hundred eight thousand zlotys),
- > principles of accounting policy and additional explanatory notes.

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

For	□ Against	Abstaining	☐ At attorney's discretion	Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

#### Resolution no. 2/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

# On approving the Bank's Management Board report on the activity of Kredyt Bank S.A. in 2009

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



The Management Board's report on the activity of Kredyt Bank S.A. in the financial year 2009 ended on December 31, 2009 is approved.

§ 2

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

For	□ Against	☐ Abstaining	At attorney's discretion	Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

# Resolution no. 3/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

# On approving the Bank's Supervisory Board report assessing 2009 financial statement and the Management Board report on the activity of Kredyt Bank S.A. in the year of 2009

Pursuant to § 14 point 1 of the by-laws 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 2009 financial statement and the Management Board report on the activity of Kredyt Bank S.A. in the year of 2009 is approved.

§ 2

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

For	□ Against	☐ Abstaining	At attorney's discretion	□ Other
	□ Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

# Voting point 7 b. of the Agenda



# Resolution no. 4/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

# On the distribution of profit for the year 2009

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

§ 1

The net profit for the year 2009 which amounted to PLN 165.300.922,87 (one hundred sixty five million three hundred thousand nine hundred twenty two zlotys and eighty seven groszy) shall be distributed for:

- the transfer to the general risk fund PLN 60.000.000,00 (say: sixty million zlotys),
- the transfer the remaining amount i.e. PLN 105.300.922,87 (say: one hundred five million three hundred thousand nine hundred twenty two zlotys and eighty seven groszy) to the supplementary capital.

§ 2

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

For	□ Against	☐ Abstaining	☐ At attorney's discretion	Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

# Voting point 7 c. of the Agenda

Draft

#### Resolution no. 5/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

#### On the granting of approval of performance by Mr Maciej Bardan of his duties in the financial year of 2009

Pursuant to § 14 point 4 of the by-laws 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 2009, i.e. in the period from January 1, 2009 until December 31, 2009.



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

For	□ Against	☐ Abstaining	☐ At attorney's discretion	Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

# Resolution no. 6/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

# On the granting of approval of performance by Mr Umberto Arts of his duties in the financial year of 2009

Pursuant to § 14 point 4 of the by-laws 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 2009, i.e. in the period from January 1, 2009 until December 31, 2009.

#### § 2

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

For	□ Against	☐ Abstaining	At attorney's discretion	□ Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

# Resolution no. 7/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

# On the granting of approval of performance by Mrs Lidia Jabłonowska-Luba of her duties in the financial year of 2009



Pursuant to § 14 point 4 of the by-laws 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 2009, i.e. in the period from January 1, 2009 until December 31, 2009.

§ 2

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

For	□ Against	Abstaining	At attorney's discretion	Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

# Resolution no. 8/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

# On the granting of approval of performance by Mr Krzysztof Kokot of his duties in the financial year of 2009

Pursuant to § 14 point 4 of the by-laws 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 2009, i.e. in the period from January 1, 2009 until December 31, 2009.

§ 2

For	□ Against	☐ Abstaining	☐ At attorney's discretion	Other
	□ Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	



# Resolution no. 9/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

#### On the granting of approval of performance by Mr Michał Oziembło of his duties in the financial year of 2009

Pursuant to § 14 point 4 of the by-laws 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 Michał Oziembło, Deputy President of the Bank's Management Board, is granted approval of performance of his duties in the year 2009, i.e. in the period from January 1, 2009 until December 15, 2009.

§ 2

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

For	□ Against	☐ Abstaining	☐ At attorney's discretion	Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

# Resolution no. 10/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

#### On the granting of approval of performance by Mr Gert Rammeloo of his duties in the financial year of 2009

Pursuant to § 14 point 4 of the by-laws 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 2009, i.e. in the period from May 29, 2009 until December 31, 2009.



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

For	□ Against	☐ Abstaining	☐ At attorney's discretion	Other
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

# Resolution no. 11/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

# On the granting of approval of performance by Mr Andrzej Witkowski of his duties in the financial year of 2009

Pursuant to § 14 point 4 of the by-laws 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 2009, i.e. in the period from January 1, 2009 until December 31, 2009.

§ 2

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

For	□ Against	☐ Abstaining	☐ At attorney's discretion	□ Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

# Resolution no. 12/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010



# On the granting of approval of performance by Mr Adam Noga of his duties in the financial year of 2009

Pursuant to § 14 point 4 of the by-laws 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 2009, i.e. in the period from January 1, 2009 until December 31, 2009.

§ 2

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

For	□ Against	☐ Abstaining	☐ At attorney's discretion	Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

#### Resolution no. 13/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

# On the granting of approval of performance by Mr Ronny Delchambre of his duties in the financial year of 2009

Pursuant to § 14 point 4 of the by-laws 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 2009, i.e. in the period from September 16, 2009 until December 31, 2009.

§ 2



For	□ Against	☐ Abstaining	☐ At attorney's discretion	Other
	□ Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

#### Resolution no. 14/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

# On the granting of approval of performance by Mr François Gillet of his duties in the financial year of 2009

Pursuant to § 14 point 4 of the by-laws 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 2009, i.e. in the period from January 1, 2009 until December 31, 2009.

#### § 2

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

For	□ Against	Abstaining	☐ At attorney's discretion	Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

# Resolution no. 15/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

# On the granting of approval of performance by Mr John Hollows of his duties in the financial year of 2009

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



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, 2009 until December 31, 2009.

#### § 2

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

For	□ Against	□ Abstaining	☐ At attorney's discretion	Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

#### Resolution no. 16/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

# On the granting of approval of performance by Mr Feliks Kulikowski of his duties in the financial year of 2009

Pursuant to § 14 point 4 of the by-laws 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 2009, i.e. in the period from January 1, 2009 until December 31, 2009

§ 2

For	□ Against	☐ Abstaining	At attorney's discretion	Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	



# Resolution no. 17/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

#### On the granting of approval of performance by Mr Dirk Mampaey of his duties in the financial year of 2009

Pursuant to § 14 point 4 of the by-laws 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 May 27, 2009 until December 31, 2009.

§ 2

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

For	□ Against	□ Abstaining	☐ At attorney's discretion	Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

# Resolution no. 18/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

#### On the granting of approval of performance by Mr Marek Michałowski of his duties in the financial year of 2009

Pursuant to § 14 point 4 of the by-laws 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 2009, i.e. in the period from January 1, 2009 until December 31, 2009.



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

For	□ Against	Abstaining	☐ At attorney's discretion	Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

#### Resolution no. 19/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

# On the granting of approval of performance by Mr Luc Philips of his duties in the financial year of 2009

Pursuant to § 14 point 4 of the by-laws 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 Luc Philips, the 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, 2009 until May 27, 2009.

§ 2

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

For	□ Against	☐ Abstaining	☐ At attorney's discretion	□ Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

# Resolution no. 20/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

# On the granting of approval of performance by Mr Krzysztof Trębaczkiewicz of his duties in the financial year of 2009



Pursuant to § 14 point 4 of the by-laws 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 Trębaczkiewicz, 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, 2009 until December 31, 2009.

§ 2

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

For	□ Against	☐ Abstaining	☐ At attorney's discretion	□ Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

Draft

#### Resolution no. 21/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

# On the granting of approval of performance by Mr Jan Vanhevel of his duties in the financial year of 2009

Pursuant to § 14 point 4 of the by-laws 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 Jan Vanhevel, 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, 2009 until September 16, 2009.

§ 2

For	□ Against	☐ Abstaining	☐ At attorney's discretion	Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	



# Voting point 9. of the Agenda

Draft

# Resolution no. 22/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

# On the approval of the 2009 consolidated financial statement of the Kredyt Bank S.A. Capital Group

Pursuant to § 14 point 5 of the by-laws 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 2009 ended on December 31, 2009 is approved, consisting of:

- > the consolidated profit-and-loss account for the period from January 1, 2009 until December 31, 2009 showing a net profit amounting to PLN 34.559 thousand (say: thirty four million five hundred fifty nine thousand zlotys),
- the consolidated report of total incomes for the period from January 1, 2009 until December 31, 2009 showing the total loss in the amount of PLN 57.663 thousand (say: fifty seven million six hundred sixty three thousand zlotys),
- > consolidated balance sheet as of December 31, 2009 with its total assets and liabilities and equity amounting to PLN 39.076.598 thousand (say: PLN thirty nine billion seventy six million five hundred ninety eight thousand zlotys),
- > specification of changes in consolidated equity for the period from January 1, 2009 until December 31, 2009 showing the decrease in the equity by PLN 56.930 thousand (say: fifty six million nine hundred thirty thousand zlotys),
- > the consolidated cash flow statement for the period from January 1, 2009 to December 31, 2009, showing the increase in net cash by PLN 229.888 thousand (say: PLN two hundred twenty nine million eight hundred eighty eight thousand zlotys),
- > principles of accounting policy and additional explanatory notes.

§ 2



For	□ Against	☐ Abstaining	☐ At attorney's discretion	Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

#### Resolution no. 23/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

# On the approving the Bank's Management Board report from the activity of the Kredyt Bank S.A. Capital Group in 2009

Pursuant to § 14 point 5 of the by-laws 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 2009 ended on December 31, 2009 is approved.

§ 2

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

For	□ Against	☐ Abstaining	☐ At attorney's discretion	Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

# Voting point 10. of the Agenda

Draft

# Resolution no. 24/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

On the changes of the Regulation of the General Assembly of Kredyt Bank S.A.



§ 11 section 4 of the Regulation of the General Assembly of Kredyt Bank S.A approved by the Resolution No. 4/2009 of the Extraordinary General Meeting of 16 December 2009 shall be hereby repealed.

# § 2.

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

For	□ Against	☐ Abstaining	☐ At attorney's discretion	□ Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

# Voting point 11. of the Agenda

Draft

#### Resolution no. 25/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

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

Pursuant to § 14 point 15 of the by-laws 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.

For	□ Against	Abstaining	At attorney's discretion	Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	



# Voting point 12. of the Agenda

Draft

# Resolution no. 26/2010 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 26 May 2010

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

§ 1.

Hereby the General Assembly of Kredyt Bank S.A. appoints the Supervisory Board composed of the following persons:

1. .....

2. .....

3. .....

4. .....

5. .....

6. .....

7. .....

§ 2.

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

For	□ Against	Abstaining	At attorney's discretion	Other
	Objection			
Number of Shares:	Number of Shares:	Number of Shares:	Number of Shares:	

(Place, data, Stockholder's signature)

(place, date, attorney's signature)