

**Resolutions passed by the Ordinary General Assembly  
of Kredyt Bank S.A. on 25 May 2012 with justifications**

**Resolution no. 1/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**On approving the Bank's 2011 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 2011 financial statement for the financial year 2011 ended on December 31, 2011 shall be approved, consisting of:

- › profit-and-loss account for the period from January 1, 2011 until December 31, 2011 showing a net profit amounting to PLN 310.318 thousand (say: PLN three hundred and ten thousand and three hundred eighteen zlotys),
- › the report of total proceeds for the period from January 1, 2011 until December 31, 2011 showing the total proceeds in the amount of PLN 320.989 thousand (say: PLN three hundred and twenty thousand and nine hundred eighty-nine zlotys),
- › balance sheet as of December 31, 2011 with its total assets and liabilities and equity amounting to PLN 41.551.380 million (say: PLN forty one million five hundred and fifty-one thousand and three hundred eighty zlotys),
- › specification of changes in equity for the period from January 1, 2011 until December 31, 2011 showing the increase in the equity by PLN 220.475 thousand (say: two hundred and twenty thousand and four hundred seventy-five zlotys),
- › cash flow statement for the period from January 1, 2011 until December 31, 2011, showing the decrease in net cash by PLN 1.459.913 million (say: PLN one million and four hundred and fifty-nine thousand and nine hundred and thirteen zlotys),
- › principles of accounting policy and additional explanatory notes.

**§ 2**

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

**Voting on Resolution No. 1/2012**

Number of shares on which valid votes were cast	<b>228 420 945</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 945</b> Votes	
votes 'for'	<b>228 420 945</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

**Resolution no. 2/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**On approving the Bank's Management Board report on the activity  
of Kredyt Bank S.A. in 2011**

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 2011 ended on December 31, 2011 is approved.

§ 2

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

**Voting on Resolution No. 2/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

**Resolution no. 3/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**On approving the Bank's Supervisory Board report assessing 2011 financial statement and the Management Board report on the activity of Kredyt Bank S.A. in the year of 2011**

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 2011 financial statement and the Management Board report on the activity of Kredyt Bank S.A. in the year of 2011 is approved.

§ 2

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

**Voting on Resolution No. 3/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

**Justification to the Resolution no. 4/2012  
of the Ordinary General Assembly of Kredyt Bank SA  
to be held on May 25, 2012  
on the 2011 profit distribution**

Taking into consideration the financial situation of the Bank regarding the capital adequacy, regulatory recommendations and development of the banking activities in the current year, the Management Board recommended to the Supervisory Board no dividend payout from the 2011 profit.

During the meeting on April 5, 2012 the Supervisory Board of the Bank approved the resolution on the 2011 profit distribution, which foresees designation of part of net profit for financial year 2011 in the amount of PLN 80 209 000,00 for the General Risk Fund, and the remaining part in the amount of PLN 230 109 322,72 to the Supplementary Capital of the Bank.

**Resolution no. 4/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

## **On the distribution of profit for the year 2011**

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 2011, amounting to PLN 310.318.322,72 (say: PLN three hundred and ten million and three hundred and eighteen thousand and three hundred and twenty-two zlotys and 72/100 zlotys) shall be designated as follows:

- › the transfer to the general risk fund the amount of PLN 80.209.000,00 (say: PLN eighty million and two hundred and nine thousand zlotys and 00/100 zlotys)
- › the remaining amount of PLN 230.109.322,72 (say: PLN two hundred and thirty million and one hundred and nine thousand and three hundred twenty-two zlotys and 72/100 zlotys) will be transferred to the Bank's supplementary capital.

### **§ 2**

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

### **Voting on Resolution No. 4/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

### **Resolution no. 5/2012 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 25 May 2012**

### **On the granting of approval of performance by Mr Maciej Bardan of his duties in the financial year of 2011**

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 2011, i.e. in the period from January 1, 2011 until December 31, 2011.

### **§ 2**

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

**Voting on Resolution No. 5/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

**Resolution no. 6/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**On the granting of approval of performance by Mr Umberto Arts  
of his duties in the financial year of 2011**

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 2011, i.e. in the period from January 1, 2011 until December 31, 2011.

**§ 2**

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

**Voting on Resolution No. 6/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

**Resolution no. 7/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**On the granting of approval of performance by Mr Krzysztof Kokot  
of his duties in the financial year of 2011**

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 2011, i.e. in the period from January 1, 2011 until May 25, 2011.

**§ 2**

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

**Voting on Resolution No. 7/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

**Resolution no. 8/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**On the granting of approval of performance by Mr Mariusz Kaczmarek  
of his duties in the financial year of 2011**

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 Mariusz Kaczmarek, Deputy President of the Bank's Management Board, is granted approval of performance of his duties in the year 2011, i.e. in the period from July 1, 2011 until December 31, 2011.

**§ 2**

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

**Voting on Resolution No. 8/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

**Resolution no. 9/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**On the granting of approval of performance by Mr Zbigniew Kudaś  
of his duties in the financial year of 2011**

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 2011, i.e. in the period from January 1, 2011 until December 31, 2011.

§ 2

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

**Voting on Resolution No. 9/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

**Resolution no. 10/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**On the granting of approval of performance by Mr Piotr Sztrauch  
of his duties in the financial year of 2011**

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 2011, i.e. in the period from January 1, 2011 until December 31, 2011.

§ 2

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

**Voting on Resolution No. 10/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

**Resolution no. 11/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**On the granting of approval of performance by Mr Jerzy Śledziewski  
of his duties in the financial year of 2011**

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 Jerzy Śledziewski, Deputy President of the Bank's Management Board, is granted approval of performance of his duties in the year 2011, i.e. in the period from May 25, 2011 until December 31, 2011.

§ 2



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

**Voting on Resolution No. 11/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

**Resolution no. 12/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**On the granting of approval of performance by Mr Gert Rammeloo  
of his duties in the financial year of 2011**

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 2011, i.e. in the period from January 1, 2011 until May 25, 2011.

§ 2

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

**Voting on Resolution No. 12/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

**Resolution no. 13/2012**

**Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**On the granting of approval of performance by Mr Andrzej Witkowski  
of his duties in the financial year of 2011**

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 2011, i.e. in the period from January 1, 2011 until December 31, 2011.

**§ 2**

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

**Voting on Resolution No. 13/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

**Resolution no. 14/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**On the granting of approval of performance by Mr Adam Noga  
of his duties in the financial year of 2011**

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 2011, i.e. in the period from January 1, 2011 until December 31, 2011.

**§ 2**

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

### **Voting on Resolution No. 14/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

### **Resolution no. 15/2012 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 25 May 2012**

#### **On the granting of approval of performance by Mr Ronny Delchambre of his duties in the financial year of 2011**

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 2011, i.e. in the period from January 1, 2011 until December 31, 2011.

#### **§ 2**

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

### **Voting on Resolution No. 15/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

### **Resolution no. 16/2012 Of the Ordinary General Assembly of Kredyt Bank S.A. Dated 25 May 2012**

**On the granting of approval of performance by Mr Stefan Kawalec  
of his duties in the financial year of 2011**

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 2011, i.e. in the period from January 1, 2011 until December 31, 2011.

§ 2

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

**Voting on Resolution No. 16/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

**Resolution no. 17/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**On the granting of approval of performance by Mr Guy Libot.  
of his duties in the financial year of 2011**

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 Guy Libot, Member of the Bank's Supervisory Board is granted approval of performance of his duties in the year 2011, i.e. in the period from May 25, 2011 until December 31, 2011.

§ 2

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

**Voting on Resolution No. 17/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

**Resolution no. 18/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**On the granting of approval of performance by Mr Dirk Mampaey  
of his duties in the financial year of 2011**

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 2011, i.e. in the period from January 1, 2011 until May 25, 2011.

§ 2

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

**Voting on Resolution No. 18/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

**Resolution no. 19/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**On the granting of approval of performance by Mr Jarosław Parkot  
of his duties in the financial year of 2011**

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 2011, i.e. in the period from January 1, 2011 until December 31, 2011.

§ 2

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

**Voting on Resolution No. 19/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

**Resolution no. 20/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**On the granting of approval of performance by Mr Marco Voljč  
of his duties in the financial year of 2011**

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 2011, i.e. in the period from January 1, 2011 until December 31, 2011.

§ 2

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

**Voting on Resolution No. 20/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes		

votes	<b>228 420 946</b> Votes
votes 'for'	<b>228 420 946</b>
votes 'against'	<b>0</b>
abstentions	<b>0</b>

**Resolution no. 21/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**On the approval of the 2011 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 2011 ended on December 31, 2011 shall be approved, consisting of:

- › the consolidated profit-and-loss account for the period from January 1, 2011 until December 31, 2011 showing a net profit amounting to PLN 327.244 thousand (say: PLN three hundred and twenty seven thousand and two hundred forty-four zlotys),
- › the consolidated report of total proceeds for the period from January 1, 2011 until December 31, 2011 showing the total proceeds in the amount of PLN 337.915 thousand (say: PLN three hundred and thirty-seven thousand and nine hundred fifteen zlotys),
- › consolidated balance sheet as of December 31, 2011 with its total assets and liabilities and equity amounting to PLN 42.003.084 million (say: PLN forty-two million and 3 thousand and eighty-four zlotys),
- › specification of changes in consolidated equity for the period from January 1, 2011 until December 31, 2011 showing the increase in the equity by PLN 237.401 thousand (say: PLN two hundred and thirty-seven thousand and four hundred and one zlotys),
- › the consolidated cash flow statement for the period from January 1, 2011 to December 31, 2011, showing the decrease in net cash by PLN 1.459.936 million (say: one million and four hundred and fifty-nine thousand and nine hundred and thirty-six zlotys),
- › principles of accounting policy and additional explanatory notes.

§ 2

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

**Voting on Resolution No. 21/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

**Resolution no. 22/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**On the approving the Bank's Management Board report from the activity  
of the Kredyt Bank S.A. Capital Group in 2011**

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 2011 ended on December 31, 2011 is approved.

§ 2

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

**Voting on Resolution No. 22/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

**Resolution no. 23/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**On amendments to the „Code of Best Practice for WSE Listed Companies”**



Pursuant to § 29 of the Warsaw Stock Exchange Regulations are adopted the amendments to Annex 1 of Resolution No. 26/2011 of the Ordinary General Meeting of 25 May 2011 on the adoption of „Code of Best Practice for WSE Listed Companies” 2011.

These amendments result from taken Resolutions No. 15/1282/2011 dated 31 August 2011 and No. 20/1287/2011 dated 19 October 2011 of the Supervisory Board of the Warsaw Stock Exchange.

## § 1

1. in Chapter I. Recommendations for Best Practice for Listed Companies,
  - after point 9, points 10, 11 and 12 shall be added, reading as follows:

10. If a company supports different forms or artistic and cultural expression, sport activities, educational or scientific activities, and considers its activity in this area to be a part of its business mission and development strategy, impacting the innovativeness and competitiveness of the enterprise, it is good practice to publish, in a way adopted by the company, the rules of the activity in this area.

11. As a part of a listed company's due care for the adequate quality of reporting practice, the company should take a position, expressed in a communication published on its website, unless the company considers other measures to be more adequate, wherever with regard to the company:

- published information is untrue or partly untrue from the beginning or at a later time;
- publicly expressed opinions are not based on material objective grounds from the beginning or as a result of later circumstances.

This rule concerns opinions and information expressed publicly by company representatives in the broad sense or by other persons whose statements may have an opinion-making effect, whether such information or opinions contain suggestions advantageous or disadvantageous to the company.

12. A company should enable its shareholders to participate in a General Meeting using electronic communication means through:

- 1) real-life broadcast of General Meetings;
- 2) real-time bilateral communication where shareholders may participate and express their opinions during a General Meeting from a location other than the General Meeting;
- 3) exercise their right to vote during a General Meeting either in person or through proxies.

2. in Chapter II. Best Practice for Management Boards of Listed Companies,
  - in point 1 after sub-point 2) sub-point 2a) shall be added reading as follows:

2a) on an annual basis, in the fourth quarter – information about the participation of women and men respectively in the Management Board and in the Supervisory Board of the company in the last two years;

- point 1 sub-point 6) shall be read as follows:

6) annual reports on the activity of the Supervisory Board taking into account work of its committees together with the evaluation of the internal control system and the significant risk management system submitted by the Supervisory Board;

3. in Chapter III. Best Practice for Supervisory Board Members,
  - point 1 sub-point 2) shall be repealed.

4. in Chapter IV. Best Practices of Shareholders,
  - the last sentence in point 10 shall be read as follows:

This rule should be applied not later than 1 January 2013.

§ 2

This resolution becomes effective as from the date of its passing.

**Voting on Resolution No. 23/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

**Resolution no. 24/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**On amendments to the Supervisory Board Regulations of Kredyt Bank S.A.**

Pursuant to § 14 point 15 of the Bylaws of Kredyt Bank S.A. are adopted the amendments to Annex 1 of Resolution No. 28/2011 the Ordinary General Meeting of 25 May 2011 on the approval of Supervisory Board Regulations of Kredyt Bank S.A. These amendments result from taken Resolution of the Polish Financial Supervision Authority No. 258 dated on October 4, 2011 on detailed principles governing the functioning of the risk management system and the internal control system and detailed principles of determining internal capital by banks and reviewing the determination and maintenance of internal capital, and principles governing the variable remuneration policy for the bank's management staff.

§ 1.

The Supervisory Board Regulations of Kredyt Bank S.A. the following amendments are adopted:

1. in § 2 sec. 2 after point 11, point 12 and 13 shall be added, reading as follows:

12) approval of the variable components of the remuneration policy for the Bank's management staff for the purposes of the PFSA Resolution No. 258 dated on October 4, 2011 (the Bank's management staff) and to periodically review of this policy;

13) consideration made by the organizational unit responsible for internal audit of reports of reviewing the implementation of the variable components of the remuneration policy for the Bank's management staff.

2. § 11 sec. 1 shall be shall be read as follows:

1. The responsibilities of the Remuneration Committee including:

- opinions of the principles of remuneration of the Management Board members and remuneration of the Management Board members,
- opinions of the variable components of the remuneration policy, including the amount and components for the Bank's management staff,
- opinions and monitoring of variable components remunerations for the Bank's management staff related to risk management and compliance with the law and internal regulations.

§ 2.

This resolution becomes effective as from the date of its passing.

**Voting on Resolution No. 24/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>228 420 946</b>	
votes 'against'	<b>0</b>	
abstentions	<b>0</b>	

**Resolution no. 25/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**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., General Assembly of Kredyt Bank S.A. the following is resolved:

§ 1

Lidia Jabłowska-Luba is hereby appointed to the composition of the Supervisory Board of Kredyt Bank S.A.

§ 2

This resolution becomes effective as from the date of its passing.

**Voting on Resolution No. 25/2012  
Candidate Lidia Jabłowska-Luba**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	

votes 'for'	<b>217 418 634</b>
votes 'against'	<b>2 312</b>
abstentions	<b>11 000 000</b>

**Resolution no. 26/2012  
Of the Ordinary General Assembly of Kredyt Bank S.A.  
Dated 25 May 2012**

**On rewards for Members of the Supervisory Board Kredyt Bank S.A..**

§ 1

Based on article 392 of Act on Commercial Companies Code dated 15.09.2003 as amended, the General Meeting of Kredyt Bank S.A. adopts as follows:

1. In recognition and appreciation of many years of work connected with performing the function in Supervisory Board of Kredyt Bank S.A., the General Meeting grants rewards to Mr. Andrzej Witkowski – Chairman of the Board and to Mr. Adam Noga – Deputy Chairman of the Board.
2. The amount of rewards is set as amounts equal the sum of annual wages paid respectively to the Chairman of the Board Mr. Andrzej Witkowski and to Mr. Adam Noga – Deputy Chairman of the Board for performing the function in Supervisory Board of Kredyt Bank S.A. in 2011.
3. Payment of rewards is to be done on 31.12.2012

§ 2

This resolution becomes effective as from the date of its passing.

**Voting on Resolution No. 26/2012**

Number of shares on which valid votes were cast	<b>228 420 946</b> Shares	<b>84,08 %</b> Share Capital
general number of valid votes	<b>228 420 946</b> Votes	
votes 'for'	<b>217 327 104</b>	
votes 'against'	<b>11 000 000</b>	
abstentions	<b>93 842</b>	