Form for Individuals

FORM FOR EXECUTING VOTING RIGHTS THROUGH A PROXY DURING THE ORDINARY GENERAL MEETING OF BRE BANK SA WITH ITS SEAT IN WARSAW, CALLED FOR 30 MARCH 2011

I, the undersigned

•	• •	•	•	•	•	•	•	•	•	•	•	•	•	•	•	•	•	•	•	•	•	•	•	•		 •	•	•	•	•	•	•	•	•	•	•	•	•	•		•	
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(phone number and e-mail address)

(phone number and e-mail address)

holding the identity card / passport¹ number, having registered / bearer shares² of the company called BRE Bank SA with its seat in Warsaw

hereby authorise

(name and surname)

(phone number and e-mail address)

holding the identity card / passport³ number (the "Proxy")

to represent myself at the Ordinary General Meeting of the company called BRE Bank SA with its seat in Warsaw, called for 30 March 2011, 15.00 hours, in the registered seat of the Bank in Warsaw, at Senatorska 18 Street ("OGM"), also in a situation where a break in a meeting of the OGM is announced, particularly to: participate and express opinions during the OGM, sign the attendance list, vote on behalf of myself as well as to any other actions related to the meeting of the OGM.

The proxy is $/ not^4$ authorised to grant further power-of-attorney.

(signature)

(signature)

(place / country, date)

(place / country, date)

³ delete where necessary

¹ delete where necessary

² delete where necessary

⁴ delete where necessary

COMMENTARY

Instruction is given by putting "X" in the appropriate column. In a situation where the Shareholder authorises the Proxy to vote differently from part of its shares, in the column "Instruction" relating to the appropriate resolution, the Shareholder should indicate a number of shares from which the Proxy should vote "For", "Against", abstain from voting or vote at the Proxy's sole discretion. In a situation where the number of shares s not given, it shall be assumed that the Proxy is authorised to vote in the manner indicated for all the shares held by the Shareholder.

Due to the possibility of discrepancies between the content of draft resolutions presented below and the content of resolutions presented to the Ordinary General Meeting, it is recommended that in the column "Other" the Shareholder defines the manner of voting by the Proxy in such situation.

This form is not intended to verify the manner of voting of the Proxy, does not substitute the power-of-attorney granted by the Proxy, and it is not obligatory to use it.

RESOLUTIONS PROPOSED

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

Draft

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

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

§ 1

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

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

e) explanatory notes to the financial statements.

are approved.

§ 2

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

Draft

Re.: division of the 2010 profit

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

§1

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

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

§ 2

Dividend for 2010 will not be paid.

§ 3

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

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

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

§1

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

§ 2

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

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

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

§1

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

§ 2

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

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

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

§ 1

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

§ 2

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

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

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

§1

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

§ 2

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

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

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

§1

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

§ 2

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

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

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

§ 1

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

§ 2

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

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

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

§1

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

§ 2

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

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

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

§ 1

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

§ 2

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

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

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

§1

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

§ 2

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

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

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

§ 1

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

§ 2

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

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

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

§1

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

§ 2

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

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

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

§ 1

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

§ 2

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

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

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

§ 1

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

§ 2

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

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

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

§1

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

§ 2

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

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

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

§ 1

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

§ 2

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

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

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

§ 1

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

§ 2

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

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

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

§ 1

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

§ 2

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

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

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

§ 1

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

§ 2

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

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

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

§ 1

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

§ 2

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

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

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

§ 1

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

§ 2

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

Draft

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

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

§ 1

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

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

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

§ 2

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

Draft

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

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

§1

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

- **1.** In § 6:
 - i) in section 2 point 11 is deleted and in the result the consecutive numbering is changed respectively;
 - ii) new section 3 is added in the following wording:

"3. following brokerage activities:

1) acceptance and transfer of orders to acquire or dispose of financial instruments,

2) acquisition or disposal of financial instruments for own account,

3) offering financial instruments,

4) provision of services under standby underwriting agreement and firm commitment underwriting agreements or execution and performance of other similar agreements on financial instruments."

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

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

- 1) acceptance and transfer of orders to acquire or dispose of financial instruments,
- 2) acquisition or disposal of financial instruments for own account,
- 3) investment advisory,

4) offering financial instruments,

5) provision of services under standby underwriting agreement and firm commitment underwriting agreements or execution and performance of other similar agreements on financial instruments."

2. In § 27 section 2 and § 39 the name "Banking Supervision Commission" is replaced by "Financial Supervision Commission".

Form for Individuals

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

§ 3

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

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

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

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

§ 1
The Supervisory Board shall be composed of ... persons.

§ 2

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

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

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

§1

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

.....

§ 2

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

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

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

§1

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

§ 2

VOTING INSTRUCTIONS

SHAREHOLDER (NAME AND SURNAME)

PROXY (NAME AND SURNAME)

RESOLUTION NO 1

G FOR	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
□ OTHER			

RESOLUTION NO 2

G FOR	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
• OTHER			

G FOR	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
• OTHER			

G FOR	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
• OTHER			

*** RESOLUTION NO 5

G FOR	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
• OTHER		-	·

□ FOR	G AGAINST	ABSTAIN FROM	□ AT THE
	RAISING AN	VOTING	PROXY'S SOLE
	OBJECTION		DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
••••			
OTHER			

RESOLUTION NO 7

FOR	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
• OTHER			

*** RESOLUTION NO 8

General For	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
• OTHER	<u>.</u>	<u>.</u>	<u>.</u>

G FOR	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
• OTHER			

RESOLUTION NO 10

G FOR	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
□ OTHER			

*** RESOLUTION NO 11

Give For	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
• OTHER			

*** RESOLUTION NO 12

G FOR	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares

G FOR	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
• OTHER			

*** RESOLUTION NO 14

□ FOR	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
• OTHER			

G FOR	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
• OTHER			

G FOR	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
• OTHER			

*** RESOLUTION NO 17

General For	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
• OTHER			

G FOR	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
OTHER			

G FOR	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
• OTHER		1	

*** RESOLUTION NO 20

Give For	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
□ OTHER	<u> </u>		

G FOR	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
• OTHER			

G FOR	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares

*** RESOLUTION NO 23

Give For	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
□ OTHER		<u>.</u>	

G FOR	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
• OTHER			

G FOR	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
• OTHER			

*** RESOLUTION NO 26

Give For	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
• OTHER			

G FOR	 AGAINST RAISING AN OBJECTION 	ABSTAIN FROM VOTING	AT THE PROXY'S SOLE DISCRETION
Number of shares	Number of shares	Number of shares	Number of shares
• OTHER			