

**ANNOUNCEMENT
BY THE MANAGEMENT BOARD OF NORDEA BANK POLSKA
SPÓŁKA AKCYJNA
OF THE CONVENING OF AN EXTRAORDINARY GENERAL
MEETING OF SHAREHOLDERS**

The Management Board of Nordea Bank Polska Spółka Akcyjna based in Gdynia („**Company**”), acting under art. 398, art. 399 § 1 in connection with art. 402₁ and 402₂ of the Commercial Companies Code („**KSH**”), is convening

the Extraordinary General Meeting of Shareholders of the Company („NWZA**”),
on 05 September 2011 at 11.00**

held at the Company’s offices in Gdynia, at ul. Kielecka 2.

Agenda:

1. Opening of the Extraordinary General Meeting of Shareholders.
2. Election of the Chairman of the Extraordinary General Meeting of Shareholders.
3. Pronouncement of the validity of the convention of the Extraordinary General Meeting of Shareholders and of its capacity to pass resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution in respect of changes in the composition of the Supervisory Board of the Bank.
6. Adoption of a resolution in respect of amendments to the Articles of Association of Nordea Bank Polska SA.
7. Adoption of a resolution in respect of the approval of the consolidated text of the Articles of Association of Nordea Bank Polska SA.
8. Closing of the proceedings.

Information for shareholders

The rights of the shareholders at the Ordinary General Meeting of Shareholders.

The Management Board of the Company reports that pursuant to art. 406 of the Commercial Companies Code the right of participation in the Extraordinary General Meeting of Shareholders is vested exclusively in persons who are shareholders of the Company sixteen days prior to the date of the Extraordinary General Meeting of Shareholders, i.e. on **20 August 2011** (the date of registration of participation in the Extraordinary General Meeting of Shareholders, hereinafter referred to as the “**Registration Date**”).

Shareholders who hold dematerialized bearer shares may participate in the meeting provided that they present a certificate issued to their name stating their right to participate in the Extraordinary General Meeting of Shareholders issued by the entity that maintains their securities account.

Shareholders entitled under registered shares have the right to participate in the Extraordinary General Meeting of Shareholders if they were registered in the Share Ledger at the Registration Date, i.e. the date at which they registered their participation in the General Meeting of Shareholders (**20 August 2011**).

The list of the shareholders entitled to participate in the Extraordinary General Meeting of Shareholders will be prepared on the basis of the list provided by the entity which operates the deposit of securities (Krajowy Depozyt Papierów Wartościowych S.A.) and the Share Ledger maintained by the Company and it shall be put on display in the Company's offices at ul. Kielecka 2 in Gdynia, between 10.00 - 17.00, for a period of three weekdays prior to the Extraordinary General Meeting of Shareholders, i.e. between 1 – 5 September 2011.

During the period of three weekdays prior to the date of the Extraordinary General Meeting of Shareholders, a Company shareholder may demand that the list of shareholders be delivered to him free of charge by e-mail, subject to prior indication of the address to which the list is to be sent. The demand should be made in writing, signed by shareholder or by persons entitled to represent the shareholder and it should be delivered to wza@nordea.com in a „PDF” format or in another format that would be readable by the Company or it may be sent by facsimile to [48] (58) 669 10 01.

A shareholder or shareholders representing at least one twentieth of the share capital of the Company is/are entitled to:

- 1) request that specified matters be included in the agenda of the Extraordinary General Meeting of Shareholders. The request should be submitted to the Management Board at least 21 days prior to the designated date of the Extraordinary General Meeting of Shareholders, i.e. 12 August 2011. The request should present a substantiation of or the draft text of the resolution concerning the proposed item of the agenda. The request may be submitted by e-mail to wza@nordea.com or by facsimile to number [48] (58) 669 10 01;
- 2) submit to the Company, prior to the date of the Extraordinary General Meeting of Shareholders, in a written form or via e-mail to wza@nordea.com or by facsimile number [48] (58) 669 10 01, draft resolutions relating to matters that have been included in the agenda of the Extraordinary General Meeting of Shareholders or matters that are to be included in the agenda.

I. The requests concerning the inclusion of items on the agenda of the Extraordinary General Meeting of Shareholders and draft resolutions submitted to the Company should be accompanied by copies of documents confirming the identity of the shareholder or the identity of the persons acting on his behalf, including:

- 1) a confirmation or a deposit certificate issued by the entity that operates the securities account on which Company shares held by the shareholder are recorded, confirming that he is in fact a shareholder of the Company and the fact that he represents at least one twentieth of the Company's share capital,
- 2) in the case of a shareholder who is a natural person- a copy of his identity document, passport or another official document confirming the shareholder's identity, or
- 3) in the case of a shareholder who is not a natural person – a copy of the excerpt from the relevant register or another document confirming that a natural person/natural persons is/are authorized to represent the shareholder at the Extraordinary General Meeting of Shareholders or
- 4) if a request is submitted by a proxy – a copy of the proxy document signed by the shareholder, or by persons entitled to represent the shareholder, and a copy of the identity document, passport or another official identity document of the proxy or in the case of a proxy that is not a natural person – a copy of the excerpt from the relevant register or another document confirming that a natural person/natural persons is/are authorized to represent the shareholder at the Extraordinary General Meeting of Shareholders and the

personal identity document, passport or another official identity document of the natural person (persons) authorized to represent the proxy at the Extraordinary General Meeting of Shareholders.

II. The request for the list of shareholders should be submitted together with the documents listed in I p. 2)-4)..

Every shareholder in the Company may submit, during the Extraordinary General Meeting of Shareholders, draft resolutions concerning matters included in the agenda.

The Method of participation in the Extraordinary General Meeting of Shareholders and of exercising the voting right

A shareholder who is a natural person may participate in the Extraordinary General Meeting of Shareholders and exercise his voting right in person or by proxy. A shareholder who is not a natural person may participate in the Extraordinary General Meeting of Shareholders and exercise his voting right through a person entitled to make declarations of will on his behalf or through a proxy.

A proxy should be established in writing or in electronic form. From the date of announcement on the Company's (www.nordea.pl) Internet site, the Company shall provide a sample format of a proxy granted in electronic form. The use of that sample format is not obligatory, serving exclusively as an indication for the shareholder. A proxy granted in electronic form does not have to be furnished with a secure electronic signature verified by means of a valid qualified certificate. The Company must be informed of a proxy granted in electronic form by e-mail sent to wza@nordea.com, containing the proxy document in a „pdf” format (or in another format that would be readable by the Company) signed by the shareholder or by persons entitled to represent the shareholder.

For the purpose of identifying the shareholder who grants the proxy, the notice of granting a proxy in electronic form must contain (as an appendix in a „pdf” format, or in another format that would be readable by the Company) the following data:

- 1) in the case of a shareholder who is a natural person – a copy of the personal identity document, passport or another official document identifying the shareholder; or
- 2) in the case of a shareholder who is not a natural person – a copy of the excerpt from the relevant register or another document confirming that a natural person/natural persons is/are authorized to represent the shareholder the Extraordinary General Meeting of Shareholders.

In the event of any doubts concerning the authenticity of the copies of the above-mentioned documents, the Management Board of the Company reserves the right to demand that a person acting as a proxy must present the following documents at the moment of preparation of the attendance list:

- 1) in the case of a shareholder who is a natural person – a copy of the personal identity document, passport or another official document identifying the shareholder, authenticated by a notary or by another entity qualified to authenticate copies; or
- 2) in the case of a shareholder who is not a natural person - the original or a copy of the excerpt from the relevant register or another document confirming that a natural person/natural persons is/are authorized to represent the shareholder at the General Meeting of Shareholders, authenticated by a notary or by another entity qualified to authenticate copies.

For the purpose of identifying the person acting as a proxy, the Management Board of the Company reserves the right to demand that a person acting as a proxy must present the following documents at the moment of preparation of the attendance list:

- 1) in the case of a proxy who is a natural person – the original of the personal identity document, passport or another official document identifying the proxy; or
- 2) in the case of a proxy who is not a natural person – the original or a copy of the excerpt from the relevant register or another document confirming that a natural person/natural persons is/are authorized to represent the proxy at the Extraordinary General Meeting of Shareholders and the personal identity document, passport or another official document identifying the natural person/natural persons authorized to represent the proxy at the General Meeting of Shareholders, authenticated by a notary or by another entity qualified to authenticate copies.

Information about the granting of a proxy in electronic form and the draft resolutions concerning matters included in the agenda of the Extraordinary General Meeting of Shareholders or matters that are to be included in the agenda, should be submitted to the Company by the end of the day preceding the day of the Extraordinary General Meeting of Shareholders.

The Company Statutes do not envisage the possibility of participating in the General Meeting of Shareholders, speaking during the General Meeting of Shareholders or exercising the voting right by means of instruments of electronic communication. The Company Statutes do not envisage the possibility of exercising the voting right by way of correspondence.

Materials relating to the General Meeting of Shareholders

A person who is entitled to participate in an Extraordinary General Meeting of Shareholders may obtain the full text of the documentation that will be presented at the Extraordinary General Meeting of Shareholders, including the draft resolutions or, if no resolutions are scheduled to be adopted, the comments of the Management Board or of the Supervisory Board of the Company concerning matters that have been included in the agenda or matters that are to be included in the agenda, prior to the Extraordinary General Meeting of Shareholders, on the Company's Internet site at www.nordea.pl and in the Company's offices at ul. Kielecka 2, 81-303 Gdynia, between 10.00 and 17.00.

The registration of attendance at the Extraordinary General Meeting of Shareholders

Persons who are entitled to participate in an Extraordinary General Meeting of Shareholders are requested to register their attendance and to collect the voting cards directly in front of the conference hall half an hour before the commencement of the proceedings.

Other information

Information concerning the Extraordinary General Meeting of Shareholders will be made available on the Company's www.nordea.pl Internet site.

At the same time, the Management Board of the Company wishes to inform you that matters that are not covered in this announcement are regulated by the provisions of the Commercial Companies Code and of the Company Statutes. The Company shareholders, are therefore asked to familiarize themselves with these documents.

In the event of any questions or doubts relating to participation in the General Meeting of Shareholders information can be obtained from the Legal Department by contacting Mr



Leszek Daca, phone number: 58 669 11 90, or from the Organization and Procedures Team by contacting Mrs Renata Sosnowska, phone number: 58 669 10 88; e-mail: wza@nordea.com.