

Drafts of the resolutions of the Extraordinary General Meeting dated 12 of September 2011

*Draft resolution to item 2
of the agenda of the Extraordinary
General Meeting dated
12 September 2011*

**RESOLUTION
of the Extraordinary General Meeting
of Bank Handlowy w Warszawie Spółka Akcyjna
dated 12 September 2011
to elect Chairman of the General Meeting**

§ 1

The Extraordinary General Meeting of Bank Handlowy w Warszawie Spółka Akcyjna with its registered office in Warsaw resolves to elect Mr./Ms. _____ the Chairman of the Extraordinary General Meeting.

§ 2

The resolution enters into force on the date it is adopted.

*Draft resolution to item 4
of the agenda of the Extraordinary
General Meeting dated
12 September 2011*

**RESOLUTION
of the Extraordinary General Meeting
of Bank Handlowy w Warszawie Spółka Akcyjna
dated 12 September 2011
to adopt the agenda**

§ 1

The Extraordinary General Meeting of Bank Handlowy w Warszawie Spółka Akcyjna with its registered office in Warsaw resolves to adopt the agenda of the Extraordinary General Meeting.

§ 2

The resolution enters into force on the date it is adopted.

*Draft resolutions to item 5
of the agenda of the Extraordinary
General Meeting dated
12 September 2011*

**RESOLUTION
of the Extraordinary General Meeting
of Bank Handlowy w Warszawie Spółka Akcyjna
dated 12 September 2011
to elect the Vote Counting Committee**

§ 1

The Extraordinary General Meeting of Bank Handlowy w Warszawie Spółka Akcyjna with its registered office in Warsaw resolves to elect the following person to the Vote Counting Committee.

1)

§ 2

The resolution enters into force on the date it is adopted.

**RESOLUTION
of the Extraordinary General Meeting
of Bank Handlowy w Warszawie Spółka Akcyjna
dated 12 September 2011
to elect the Vote Counting Committee**

§ 1

The Extraordinary General Meeting of Bank Handlowy w Warszawie Spółka Akcyjna with its registered office in Warsaw resolves to elect the following person to the Vote Counting Committee.

1)

§ 2

The resolution enters into force on the date it is adopted.

**RESOLUTION
of the Extraordinary General Meeting
of Bank Handlowy w Warszawie Spółka Akcyjna
dated 12 September 2011
to elect the Vote Counting Committee**

§ 1

The Extraordinary General Meeting of Bank Handlowy w Warszawie Spółka Akcyjna with its registered office in Warsaw resolves to elect the following person to the Vote Counting Committee.

1)

§ 2

The resolution enters into force on the date it is adopted.

*Draft resolution to item 6a)
of the agenda of the Extraordinary
General Meeting dated
12 September 2011*

**RESOLUTION
of the Extraordinary General Meeting
of Bank Handlowy w Warszawie Spółka Akcyjna
dated 12 September 2011
to amend the Articles of Association of Bank Handlowy w Warszawie Spółka
Akcyjna**

§ 1

Pursuant to article 430 § 1 of the Code of Commercial Companies of 15 September 2000 (Journal of Laws no. 94, item 1037, as amended), the Extraordinary General Meeting of Bank Handlowy w Warszawie Spółka Akcyjna with its registered office in Warsaw (the "Bank") adopts the following amendments to the Bank's Articles of Association:

1. § 11 item 2. of the Bank's Articles of Association shall read:

"2. A power of attorney to participate in a General Meeting and to vote should be granted in writing or by e-mail; otherwise, it shall be null and void. A power of attorney granted by e-mail shall not require a safe electronic signature verified by a valid qualified certificate."

2. § 13 item 4. of the Bank's Articles of Association shall read:

"4. The Bank may organize a General Meeting in a manner allowing the shareholders to participate in the General Meeting by means of electronic communication, in particular by:

1. transmitting the General Meeting on-line;

2. two-way on-line communication allowing the shareholders to use means of electronic communication, remote speaking during the General Meeting;
3. voting personally or by proxy, before or during the General Meeting."

3. The following item 5 shall be added after item 4 of § 13:

"5. The principles of the shareholders' participation in a General Meeting, the procedure during a General Meeting, and the manner of the shareholders' communication with the Bank by means of electronic communication shall be laid down in the General Meeting By-laws. The General Meeting By-laws may authorize the Management Board to establish additional methods of the shareholders' communication with the Bank by means of electronic communication (other than those set out in the By-laws). The Management Board shall include the additional methods of communication in the announcement on convening the General Meeting."

4. The following item 6 shall be added after item 5 of § 13:

"6. Irrespective of the above, the Bank may transmit the General Meeting on the Internet as well as recording of the General Meeting and placing a recording of the General Meeting on the Bank's website after the General Meeting".

§ 2

The Bank's Extraordinary General Meeting authorizes the Supervisory Board to establish the uniform text of the Bank's Articles of Association.

§ 3

The resolution enters into force on the date it is adopted, effective as of the date the amendments to the Articles of Association are registered by the Registry Court.

*Draft resolution to item 6b)
of the agenda of the Extraordinary
General Meeting dated
12 September 2011*

**RESOLUTION
of the Extraordinary General Meeting
of Bank Handlowy w Warszawie Spółka Akcyjna
dated 12 September 2011
to amend the General Meeting By-laws of Bank Handlowy w Warszawie
Spółka Akcyjna.**

§ 1

Pursuant to § 13 item 5 of the Bank's Articles of Association, the Extraordinary General Meeting of Bank Handlowy w Warszawie Spółka Akcyjna (the "Bank") adopts the following amendments to the Bank's General Meeting By-laws:

1. § 5 item 3 Of the General Meeting By-laws shall read:

- "3. A power of attorney should be drawn up in writing or by-email and should be attached to the minutes of the General Meeting; otherwise, it shall be null and void. A power of attorney granted by e-mail shall not require a safe electronic signature verified by a valid qualified certificate. In the case of legal persons, the power of attorney should be signed by persons authorized to represent the person in accordance with an excerpt from an appropriate register presented at the time the attendance list referred to in § 9 of the By-laws is drafted, or if no such register exists – in accordance with another document specifying the persons authorized to represent such a person."

2. The following § 5a and § 5 b shall be added after § 5 of the General Meeting By-laws:

„§ 5a

1. The Bank's shareholders intending to exercise their right to communicate with the Bank by e-mail may do so only at the e-mail address given on the Bank's website. This way may be used to communicate in particular:
 - 1) a demand to convene a General Meeting;
 - 2) motions to place a given issue on the General Meeting agenda;
 - 3) draft General Meeting resolutions;
 - 4) questions;
 - 5) notices on powers of attorney by e-mail and on revocation of powers of attorney.
2. A person communicating with the Bank by e-mail should prove its shareholder status or its right to participate in the Bank's General Meeting. To this end, such a person, together with the demand, motion, draft resolution, question or notice, shall be obliged to send to the Bank the following documents by e-mail given on the Bank's website:
 - 1) a scan of the deposit certificate or registered certificate confirming the right to participate in the Bank's General Meeting, and:
 - 2) in the case of a natural person – a scan of the ID document or passport (allowing for the identification of the holder);
 - 3) in the case of a legal person or organizational unit without legal personality – a scan of the excerpt from an appropriate register.
3. In the case of a notice on a power of attorney by e-mail, the shareholder or a person entitled to participate in a General Meeting, apart from the documents referred to in item 2, shall send additionally to the e-mail address given on the Bank's website:
 - 1) a scan of the power of attorney, containing particulars of the mandator or persons acting on its behalf in accordance with the mandator's principles of representation ;

- 2) a scan of the ID document or passport (containing particulars allowing for the identification of the holder) of the attorney being a natural person;
 - 3) a scan of an excerpt from the register relevant for the attorney being a legal person or an organizational unit without legal personality;
 - 4) e-mail address for communication with the shareholder or its attorney.
4. The Bank's Management Board may establish additional methods of communication with the Bank by e-mail, and for notices on power of attorney by e-mail, by placing appropriate information on the Bank's website or in an announcement on convening a General Meeting.
 5. The provisions of items 2-4 shall apply accordingly to a notice on revocation of a power of attorney by e-mail.
 6. Motions, demands, draft resolutions, questions and notices submitted by shareholders in a manner other than by e-mail given on the Bank's website or disregarding the requirements set out in items 2-4 above, or set out in accordance with item 5, shall not be legally effective towards the Bank and as such shall not be taken into account.

§ 5b

1. The Bank may organize a General Meeting in a manner enabling the shareholders to participate in a General Meeting by means of electronic communication, and in particular:
 - a. to transmit a General Meeting on the Internet;
 - b. two-way on-line communication allowing the shareholders using means of electronic communication to speak remotely during the General Meeting;
 - c. to vote in person or by proxy before or during a General Meeting.
2. The Bank's Management Board shall be authorized to establish detailed principles of the shareholders' participation in a General Meeting by means of electronic communication, including the organizational and technical requirements necessary for the Bank's shareholders to participate in a General Meeting by means of electronic communication, especially technical solutions used to identify the shareholders and to ensure electronic communication safety.

3. Shareholders participating in a General Meeting by means of electronic communication or, in the case of a notice on a power of attorney by e-mail or any documentation set out in § 5a of the General Meeting By-laws bear the risk related thereto, especially arising from the inability to receive the transmission, communication or to vote during a General Meeting as a result of temporary or permanent outage or power line or telecommunications network distortions within the meaning of the Telecommunications Law of 16 July 2004 (Journal of Laws no. 171, item 1800, as amended)."

3. § 19 item 1 the General Meeting By-laws shall read:

"1. The General Meeting may adopt a resolution on abandoning the consideration of any matter included on the agenda of the General Meeting or on change the order of matters included on the agenda. The prior consent of all the shareholders present at the General Meeting, who filed such motion, supported by 80% of the votes of the General Meeting shall be required to cancel an item on the agenda or abandon the consideration of any matter included on the agenda. The motions in the aforementioned issues shall be justified in detail."

4. § 31 item 3 and item 4 the General Meeting By-laws shall read:

"3. If any vacant mandate, in a number determined pursuant to § 14 Section 2 of Bank's Articles of Association, is left after the elections to the Supervisory Board, due to not receiving by candidates the absolute majority of votes present, the shareholders present or represented at the General Meeting shall propose 2 (two) new candidates for each vacant mandate and voting shall be held with respect to such candidates."

"4. From among the candidates, referred to in § 31 Section 3, the candidates, who have received the largest number of votes, however, not less that the absolute majority of votes present, shall be considered the elected members. If a candidate does not receive the absolute majority of votes present and certain mandates of the Supervisory Board's members remain vacant, the Chairman shall order supplementary voting. The candidates, who have received the largest number of votes present, shall be considered the elected members of the Supervisory Board. If the candidates for the last vacant mandate receive an equal number of

votes, an additional vote will be held with respect to those candidates. The candidate, who has received the largest number of votes of present shall be considered the elected member.”

§ 2

An Extraordinary General Meeting of the Bank shall authorize the Bank’s Supervisory Board to establish the uniform text of the Bank’s General Meeting By-laws.

§ 3

The resolution shall enter into force on the date it is adopted. The amendments to the By-laws referred to in § 1 shall enter into force on the date the amendments to the Articles of Association introduced by resolution of the Extraordinary General Meeting of 12 September 2011 to amend the Articles of Association of Bank Handlowy w Warszawie Spółka Akcyjna are on registered and shall be effective starting from the General Meeting following the amendments registration date.

*Draft Resolution to Item 6 c)
of the Agenda of the Extraordinary
General Meeting dated
12 September, 2011*

**RESOLUTION
of the Extraordinary General Meeting of
the Bank Handlowy w Warszawie Spółka Akcyjna
of September 12, 2011**

**regarding the appointment of a member of the Supervisory Board of the
Bank Handlowy w Warszawie S.A.**

The Extraordinary General Meeting appoints Mr /Ms to the composition of the Supervisory Board as a member of the Supervisory Board for a term of office of three years.

Justification:

Point 6 item a) of the agenda of the Extraordinary General Meeting:

Point 6 item a) included changes to the Article of Association of the Bank.

The purpose of the amendment to § 11 item 2 of the Bank's Articles of Association is to clarify provisions on power of attorney form to participate in a General Meeting

The purpose of the amendment proposed in § 13 item 4, item 5 and item 6 of the Bank's Articles of Association is to ensure the possibility to organize a General Meeting in a manner enabling the shareholders to participate by means of electronic communication and to transmit the General Meeting on-line in order for the public to be able to follow the General Meeting.

In accordance with the proposed amendment to § 13 item 5 of the Articles of Association, the General Meeting By-laws shall lay down all principles of participation and shareholders' procedure during a General Meeting by means of electronic communication.

Irrespective of the above, for pragmatic reasons related to the development of IT techniques, the Management may be authorized in the General Meeting By-laws to lay down additional methods of the shareholders' communication with the Bank by means of electronic communication, other than those set out in the By-laws.

Item 6 added to § 13 of the Articles of Association is aimed at enabling the Bank to transmit the GM on-line and as a follow-up by placing a recording of the meeting on the Company's website available to an unlimited number of persons.

Point 6 item b) of the agenda of the Extraordinary General Meeting:

Point 6 item b) included changes to the Regulations of General Meeting of the Bank.

The proposed amendments to the General Meeting By-laws are to lay down in detail the procedure of the shareholders and the Bank's authorities, in particular with regard to convening a General Meeting and shareholders' communication with the Bank by means of electronic communication.

An amendment to § 5 item 3 of the General Meeting By-laws introduce the possibility to grant a power of attorney by e-mail. Thus a power of attorney to participate in a General Meeting may be granted in writing or by e-mail. The amendment introduces the possibility to inform the Bank of a power of attorney by means of electronic communication.

The added § 5a and § 5b are to lay down the detailed principles of shareholders' communication with the Bank by e-mail, including in particular the Bank's address to which a shareholder may submit demands, motions, draft resolutions, questions and notices on powers of attorney. The proposed provision also lays down the rules of proving by a person communicating with the Bank by e-mail its shareholder status or the right to participate in a General Meeting, and the documents which should be presented if a shareholder sends a notice on a power of attorney by e-mail. § 5b also provides for the authorization of the Bank's Management Board to establish additional methods of the shareholders' communication with the Bank by means of electronic communication (other than those set out in the By-laws), which should facilitate the communication and allow for the amendments to be edited in the IT environment without the need to amend the General Meeting By-laws.

The aim of the proposed amendments is also to ensure the possibility to organize a General Meeting in a manner allowing the shareholders to participate by means of electronic communication and transmission of the General Meeting to enable the public to follow the course of the General Meeting.

The amendments proposed in § 5 b item 3 are to lay down the procedure of convening a General Meeting and to introduce the rule that shareholders taking advantage of the possibility to participate in a GM by means of electronic communication do so at their own risk.

The amendments proposed in § 19 and 31 adapt the provisions for the provisions of the Bank's Articles of Association.

Point 6 item c) of the agenda of the Extraordinary General Meeting:

Point 6 item c) included the obligation to appoint the one member of the Supervisory Board due to the expiration of mandate of Mr. Wiesław Smulski due to his resignation.