

**Draft resolutions of the Extraordinary General Meeting of 22 September 2016**

*Draft Resolution to Item 2 of the Agenda  
of the Extraordinary General Meeting  
held on 22 September 2016*

**Resolution No. 1  
of the Extraordinary General Meeting  
of Bank Handlowy w Warszawie Spółka Akcyjna  
on 22 September 2016**

**concerning the election of a Chairman of the Extraordinary General Meeting**

The Extraordinary General Meeting appoints ..... to be the Chairman of the Extraordinary General Meeting.

*Draft Resolution to Item 4 of the Agenda  
of the Extraordinary General Meeting  
held on 22 September 2016*

**Resolution No. 2  
of the Extraordinary General Meeting  
of Bank Handlowy w Warszawie Spółka Akcyjna  
on 22 September 2016**

**concerning approval of the Agenda**

The Extraordinary General Meeting approves the Agenda of the Extraordinary General Meeting.

*Draft Resolution to Item 5 Sub-point a)  
of the Agenda of the Extraordinary  
General Meeting held on 22 September  
2016*

**RESOLUTION No. 3  
of the Extraordinary General Meeting  
of Bank Handlowy w Warszawie Spółka Akcyjna  
on 22 September 2016**

**regarding changes in the composition of the Supervisory Board of the Bank**

After considering the information about the education, professional career and reputation of Mr/Ms. ...., as well as the information about the mandates held in management boards and supervisory boards of other entities, the Extraordinary General Meeting of Shareholders of Bank Handlowy w Warszawie S.A., concludes that Mr/Ms. .... satisfies the requirements referred to in Art. 22aa of the Banking Law Act, and in particular:

.....

therefore, acting on the basis of § 9 section 2.7) in conjunction with § 14 section 1 of the Articles of Association, the Extraordinary General Meeting of Shareholders appoints Mr/Ms. .... as a member of the Supervisory Board of Bank Handlowy w Warszawie S.A. for a three-year term of office.

*Draft Resolution to Item 5, Sub-point b)  
of the Agenda of the Extraordinary  
General Meeting held on 22 September  
2016*

**Resolution No. 4  
of the Extraordinary General Meeting  
of Bank Handlowy w Warszawie Spółka Akcyjna  
on 22 September 2016**

**concerning the changes to the Articles of Association of the Bank**

§ 1

Acting pursuant to § 9 Section 2 Item 2 of the Articles of Association and Art. 430 of the Commercial Companies Code, the Extraordinary General Meeting of Bank Handlowy w Warszawie S.A. has resolved as follows:

Paragraph 14 Item 1 of the Bank's Articles of Association shall now read as follows:

"1. The Supervisory Board shall consist of five to twelve members elected by the General Meeting of Shareholders. Each member of the Supervisory Board shall be elected for a term of office of three years. At least a half of the members of the Supervisory Board, including its Chairman, should be Polish citizens. In case of expiration of mandate of one or several members, during their term, resulting in fall of the number of the Supervisory Board members with Polish citizenship below half of the members of the Supervisory Board, the Management Board should take up action in order to complete the composition of the Supervisory Board as soon as practical. If the number of Supervisory Board members holding Polish citizenship is less than half of the total number of Supervisory Board members, the Supervisory Board will still be able to hold meetings, adopt resolutions and conduct any other factual or legal actions."

§ 2

The resolution shall enter into force on the date it is adopted and shall come into effect on the registration of the amendment in the register of entrepreneurs of the National Court Registry. Under Art. 34 Section 2 of the Banking Law, this resolution to amend the Bank's Articles of Association requires the consent of the Polish Financial Supervision Authority.