

**POWER OF ATTORNEY TO ATTEND
THE EXTRAORDINARY GENERAL MEETING
OF BANK HANDLOWY W WARSZAWIE S.A.
TO BE HELD ON SEPTEMBER 22, 2016**

for the entities other than natural persons

I, the undersigned / We, the undersigned,

Name and surname

acting on behalf of:, with its registered office in

represent that (*Name and surname/business name of the shareholder*) (hereinafter the **Shareholder**) holds (*Please specify the number*) common bearer shares of Bank Handlowy w Warszawie S.A. z siedzibą w Warszawie (hereinafter the **Bank**)

and I/we hereby authorise:

Mr./Mrs./Ms., passport/identity document/other official identity document no.,

or

.....(*business name of the entity*), with its registered office in and address,

to represent the Shareholder at the Extraordinary General Meeting of the Bank convened at 12:00 on September 22, 2016, in Warsaw, ul. Traugutta 7/9 (hereinafter the **Extraordinary General Meeting**), in particular to attend and make statements at the Extraordinary General Meeting, to sign the attendance list and to exercise voting rights on behalf of the Shareholder from(*number*) shares / from all shares as per the instructions as to the mode of voting / at the proxy's discretion and present objectives.

[Name and surname, title and date]

[Name and surname, title and date]

**POWER OF ATTORNEY TO ATTEND
THE EXTRAORDINARY GENERAL MEETING
OF BANK HANDLOWY W WARSZAWIE S.A.
TO BE HELD ON SEPTEMBER 22, 2016**

for natural persons

I, the undersigned[Name and surname], holding the identity document no., residing in[Address], represent that I am a shareholder of Bank Handlowy w Warszawie S.A. holding
(*Please specify the number*) common bearer shares of Bank Handlowy w Warszawie S.A. z siedzibą w Warszawie (hereinafter the **Bank**)

and I hereby authorise

Mr./Mrs./Ms., passport/identity document/other official identity document no.,

or

..... (*Business name of the entity*), with its registered office in and address in,

to represent the Shareholder at the Bank's Extraordinary General Meeting convened at 12.00 on September 22, 2016 in Warsaw, ul. Traugutta 7/9 (hereinafter the **Extraordinary General Meeting**), in particular to attend and make statements at the Extraordinary General Meeting, to sign the attendance list and to exercise voting rights on behalf of the Shareholder from (number) shares/from all shares as per the voting instructions/at the proxy's discretion and present objectives.

[Name and surname, and date]

NOTES TO THE SHAREHOLDER

1. In the event of a discrepancy between the data of a Bank Shareholder shown in the power of attorney and the data appearing on the list of shareholders drawn up on the basis of the list obtained from the National Depository for Securities (KDPW) and forwarded to the Bank pursuant to Article 406 (3) of the Code of Commercial Companies, the Bank Shareholder may not be admitted to attend the Extraordinary General Meeting.
2. The instructions provided below for voting on individual resolutions in the course of the Extraordinary General Meeting are a confidential document between the Bank Shareholder and his proxy and shall not be disclosed to third parties, in particular the Bank, either before or after the Extraordinary General Meeting.
3. Casting of a vote by the proxy in the manner inconsistent with the instructions given by the Bank Shareholder shall not affect validity of the vote.
4. Utilisation of this form shall be at the sole and exclusive discretion of the Bank Shareholder. The Shareholder has the right to grant the power of attorney in another manner provided that the content of such power of attorney enables:
 - (a) Identification of the Shareholder casting the vote and his proxy;
 - (b) Casting of the vote within the meaning of Article 4 § 1 Section 9 of the Code of Commercial Companies;
 - (c) Filing of an objection by the Shareholders voting against the resolution; and
 - (d) Provision of voting instructions for each of the resolutions on which the Shareholder's proxy is to vote.
5. The notice of granting or revoking of the power of attorney in the electronic format shall be filed by 15:00 on the working day preceding the date of the Extraordinary General Meeting, at the latest.
6. The risk inherent in the use of the means of electronic communication shall rest with the Shareholder.
7. In order to verify validity of the power of attorney granted in the electronic format and to identify the Shareholder and proxy, the Bank, upon receipt of the notice of granting of the power of attorney in the electronic format, shall check whether the scans of the documents enabling identification and verification of the shareholder and of the proxy have been enclosed and whether, for legal persons and organisational units, the rules of representation applicable to such entities have been complied with. Furthermore, the Bank shall have the right to contact by telephone using the telephone number designated by the Shareholder or send a return message in order to verify the fact of granting by a given Shareholder of the power of attorney in the electronic format. The Bank shall have the right to contact both the shareholder and the proxy.
8. All documents sent to the Bank by electronic means shall be scanned down to PDF format.

TO: [NAME AND SURNAME OF THE PROXY]

INSTRUCTIONS ON EXERCISE OF VOTING RIGHTS THROUGH A PROXY

Applicable to the Extraordinary General Meeting of Bank Handlowy w Warszawie S.A. to be held at 12:00 on 22 September 2016 in Warsaw, ul. Traugutta 7/9.

Draft of 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.

__ For	__ Against	__ Abstaining	__ At the proxy's discretion
	__ Objection filed		
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
Comments:			

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.

__ For Number of shares: _____	__ Against __ Objection filed Number of shares: _____	__ Abstaining Number of shares: _____	__ At the proxy's discretion Number of shares: _____
Comments:			

*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.

__ For	__ Against	__ Abstaining	__ At the proxy's discretion
	__ Objection filed		
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
Comments:			

*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.

<p>__ For</p> <p>Number of shares: _____</p>	<p>__ Against</p> <p>__ Objection filed</p> <p>Number of shares: _____</p>	<p>__ Abstaining</p> <p>Number of shares: _____</p>	<p>__ At the proxy's discretion</p> <p>Number of shares: _____</p>
<p>Comments:</p>			