

**POWER OF ATTORNEY TO ATTEND  
THE EXTRAORDINARY GENERAL MEETING  
OF BANK HANDLOWY W WARSZAWIE S.A.  
TO BE HELD ON DECEMBER 6, 2017**

**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 December 6, 2017, in Warsaw, ul. Senatorska 16 (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 DECEMBER 6, 2017**

**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 December 6, 2017 in Warsaw, ul. Senatorska 16 (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 December 6, 2017 in Warsaw, ul. Senatorska 16.

*Draft Resolution to Item 2 of the Agenda of the Extraordinary General Meeting held on 6 December 2017*

**Resolution No. 1  
of the Extraordinary General Meeting  
of Bank Handlowy w Warszawie Spółka Akcyjna  
of 6 December 2017**

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

The Extraordinary General Meeting of the Bank appoints ..... to act as Chairman of the Extraordinary General Meeting.

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

*Draft Resolution to Item 4 of the Agenda of the Extraordinary General Meeting held on 6 December 2017*

**Resolution No. 2  
of the Extraordinary General Meeting  
of Bank Handlowy w Warszawie Spółka Akcyjna  
of 6 December 2017**

**concerning approval of the Agenda**

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

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

*Draft Resolutions to Item 5 Sub-point 1) of the Agenda of the Extraordinary General Meeting held on 6 December 2017*

**Resolution No. 3  
of the Extraordinary General Meeting  
of Bank Handlowy w Warszawie Spółka Akcyjna  
of 6 December 2017**

**concerning recalling of the members of the Supervisory Board of the Bank**

§ 1

In connection with the introduction of the provisions on common term of office of the members of the Supervisory Board of the Bank into the Articles of Association of the Bank, the Extraordinary General Meeting of the Bank has decided to recall:

.....

from the composition of the Supervisory Board of the Bank.

This recall is solely for the purpose of early termination of the current individual terms of office of the Bank's Supervisory Board members and the commencement of a new common term of office of the Supervisory Board. Accordingly, the Extraordinary General Meeting of the Bank waives its assessment of the fulfillment by the reduced composition of the Supervisory Board of the Bank of the requirements specified in Art. 22aa of the Banking Law Act.

§ 2

The recall shall be effective upon adoption hereof.

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

**Comments:**

**RESOLUTION No. 4  
of the Extraordinary General Meeting  
of Bank Handlowy w Warszawie Spółka Akcyjna  
of 6 December 2017**

**concerning appointment of a member of the Supervisory Board of the Bank for a common term of office**

§ 1

The Extraordinary General Meeting of the Bank acting pursuant to Art. 22aa of the Banking Law Act and the Policy for the assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A. as well as taking into account the preliminary assessment of qualifications and recommendations on appointment, issued by the Nomination and Remuneration Committee of the Supervisory Board of the Bank concludes that Mr./Ms. .... satisfies the requirements referred to in Art. 22aa of the Banking Law Act, and in particular:

.....

as well as concludes that Mr./Ms. .... has collective qualifications appropriate to ensure the correctness of the performance of tasks by the Supervisory Board of the Bank and in particular:

.....

therefore, acting on the basis of § 9 section 2.7 in conjunction with § 14 section 1 of the Bank's Articles of Association, the Extraordinary General Meeting of the Bank appoints Mr./Ms. .... as a member of the Supervisory Board of the Bank for a common term of office of three years.

§ 2

The appointment is effective upon adoption hereof.

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

*Draft Resolution to Item 5, Sub-point 2) of the  
Agenda of the Extraordinary General Meeting held  
on 6 December 2017*

**RESOLUTION No. 5  
of the Extraordinary Meeting  
of Bank Handlowy w Warszawie Spółka Akcyjna  
of 6 December 2017**

**concerning changes in the Policy for the assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A.**

§ 1

The Extraordinary General Meeting of the Bank has resolved to implement changes to the “Policy for the Assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A.” as attached to the present resolution.

§ 2

The Extraordinary General Meeting of the Bank has decided to establish a uniform text of the “Policy for the Assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A.” as attached to the present resolution.

§ 3

The changes to the “Policy for the Assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A.” shall apply to the appointment of the members of the Supervisory Board of the Bank starting from the next General Meeting of the Bank.

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

*Draft Resolution to Item 5, Sub-point 3) of the  
Agenda of the Extraordinary General Meeting held  
on 6 December 2017*

**Resolution No. 6  
of the Extraordinary General Meeting  
of Bank Handlowy w Warszawie Spółka Akcyjna  
of 6 December 2017**

**concerning changes in the Articles of Association and establishment of a uniform text of the Articles of Association of Bank Handlowy w Warszawie S.A.**

§ 1

Acting pursuant to § 9 Section 2 Sub-section 2 of the Articles of Association of the Bank and Article 430 of the Commercial Companies Code, the Extraordinary General Meeting of the Bank has resolved as follows:

Paragraph 18 Section 1 of the Bank's Articles of Association shall now read as follows:

- „1. Besides the rights and obligations provided for in applicable laws and other matters provided for in these Articles of Association, the Supervisory Board's responsibilities include the following:
  - 1) appointing and recalling the President of the Management Board in a secret ballot,
  - 2) appointing and recalling on the President's motion in secret ballot of Vice-Presidents and other members of the Bank's Management Board,
  - 3) determining the terms and conditions of agreements which cover contracts of employment or other legal relationship among members of the Management Board and the Bank,
  - 4) granting consent to the opening and closing of a branch office abroad,
  - 5) resolving upon regulations of the Supervisory Board and approving the following regulations adopted by the Bank's Management Board:
    - a) regulations of the Management Board of the Bank,
    - b) regulations for the application of special funds created out of the net profit,
  - 6) granting prior consent to any disposition of the Bank's fixed assets with value in excess of 1/10 of the Bank's share capital,
  - 7) appointing the external auditor to audit or review the financial statements,
  - 8) granting consent for the employment and dismissal (after giving a hearing) of the person in charge of the internal Audit Department and of the person in charge of the compliance unit, upon the motion of the Management Board of the Bank,
  - 9) granting consent for the conclusion by the Bank of a material agreement with a shareholder who holds at least 5% of the total vote in the Bank or with entity associated with the Bank,
  - 10) performing supervision over the introduction of the management system in the Bank and conducting the assessment of the adequacy and effectiveness of such system, including supervision over the introduction of the risk management system and conducting an annual assessment of the adequacy and effectiveness of such system, as well as supervision over the introduction of the internal control system and conducting an annual assessment of the adequacy and effectiveness of such system, taking into account the assessment of adequacy and effectiveness of control functions, the compliance unit and the Audit Department and the assessment of effectiveness of the non-compliance risk management by the Bank,
  - 11) approving a strategy of the Bank's activity and the rules of prudent and stable management of the Bank,
  - 12) approving the fundamental organizational structure of the Bank, harmonized with the size and profile of incurred risk and determined by the Bank's Management Board,
  - 13) approving the acceptable risk level of the Bank,
  - 14) approving the Bank's compliance policy,



- 15) approving the Bank's internal procedures on processes for the assessment of internal capital, capital management and capital planning,
- 16) approving the Bank's information policy,
- 17) approving of an internal control procedure,
- 18) approving remuneration policies,
- 19) *deleted*,
- 20) *deleted*,
- 21) approving the risk management strategy as well as determining the principles of reporting the types and sizes of risks in the Bank's operations to the Supervisory Board,
- 22) approving regulations of the compliance unit and the Audit Department,
- 23) approving the criteria for the assessment of adequacy and efficiency of the internal control system drafted by the Management Board of the Bank,
- 24) approving the principles of categorization of irregularities detected by the internal control system,
- 25) approving an annual plan of activities of the compliance unit,
- 26) approving the principles of cooperation of the compliance unit and the Audit Department with the corresponding entities of the dominant entity and the subordinated entity,
- 27) approving the principles of annual presentation of reports on its activities by the compliance unit to the Management Board and the Supervisory Board,
- 28) approving the principles of cooperation of the Audit Department with the external auditor,
- 29) approving the strategy of the Audit Department,
- 30) approving the auditing procedures, prepared by the Audit Department Head, ensuring objective completion of tasks by the Audit Department, the principles of transfer of employees from other organizational units of the Bank to the Audit Department, principles of professional development, including the rules for determining the number of internal auditors with professional certificates as well as the periodic assessment of work performance of internal auditors,
- 31) approving the remuneration of the Audit Department Head,
- 32) approval of strategic (long-term) and operational (annual) audit plans and amendments to such plans,
- 33) approving the remuneration of the compliance unit Head, which responsibility may be delegated by resolution to the Audit Committee,
- 34) granting consent, each time, to cooperation of the Audit Department with the corresponding unit of the dominant entity during an audit, which responsibility may be delegated by resolution to the Audit Committee,
- 35) approving the principles of presenting reports by the Audit Department to the Management Board of the Bank and the Supervisory Board.”

The Extraordinary General Meeting of the Bank decided to establish a uniform text of the Articles of Association of the Bank as attached hereto.

§ 3

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 Register. Under Art. 34 Section 2 of the Banking Law Act, this resolution to amend the Bank's Articles of Association requires the consent of the Polish Financial Supervision Authority.

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