

**POWER OF ATTORNEY TO ATTEND
THE EXTRAORDINARY GENERAL MEETING
OF BANK HANDLOWY W WARSZAWIE S.A.
TO BE HELD ON SEPTEMBER 24, 2019**

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 11:30EM on September 24, 2019, 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 24, 2019**

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 11.30EM on September 24, 2019 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 11:30EM on September 24, 2019 in Warsaw, ul. Traugutta 7/9.

Draft Resolution to Item 2 of the Agenda of the Extraordinary General Meeting held on 24 September 2019

**Resolution No ____
of the Extraordinary General Meeting
of the Bank Handlowy w Warszawie Spółka Akcyjna
of 24 September 2019**

concerning election of Chairman the Extraordinary General Meeting

Extraordinary General Meeting appoints to be a 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 24 September 2019

**Resolution No ____
of the Extraordinary General Meeting
of the Bank Handlowy w Warszawie Spółka Akcyjna
of 24 September 2019**

concerning approval of the Agenda

The Extraordinary General Meeting approves the Agenda 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 5 Sub-point 1) of the Agenda of the Extraordinary General Meeting held on 24 September 2019

**Resolution No ____
of the Extraordinary General Meeting
of the Bank Handlowy w Warszawie Spółka Akcyjna
of 24 September 2019**

concerning changes in the composition of the Supervisory Board of the Bank

§ 1

The Extraordinary General Meeting of the Bank taking into account the preliminary assessment of qualifications of Ms/Mr and recommendations on appointment, issued by the Nomination and Remuneration Committee of the Supervisory Board of the Bank concludes, that Ms/Mr satisfies the requirements referred to in Art. 22aa of the Banking Law Act and 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 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 Ms/Mr as a member of the Supervisory Board of the Bank Handlowy w Warszawie S.A. for a common, current term of office.

§ 2

The appointment is effective upon adoption hereof.

__ 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 2) of the

*Agenda of the Extraordinary General Meeting held
on 24 September 2019*

**Resolution No ____
of the Extraordinary General Meeting
of the Bank Handlowy w Warszawie Spółka Akcyjna
of 24 September 2019**

**concerning adoption of the revised 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 adopt of the revised “Policy for the Assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A.” as attached to the present resolution.

§ 2

The revised “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		
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
Comments:			

*Draft Resolution to Item 5 Sub-point 3) of the
Agenda of the Extraordinary General Meeting held
on 24 September 2019*

**Resolution No ____
of the Extraordinary General Meeting
of the Bank Handlowy w Warszawie Spółka Akcyjna
of 24 September 2019**

**concerning the amendment of the Articles of Association of the Bank Handlowy w Warszawie
S.A.**

§ 1

The Extraordinary General Meeting of the Bank, acting on the basis of § 9 point 2 the Bank's Articles of Association and Article 430 of the Code of Commercial Companies has resolved to:

In paragraph 5 point 4 of the Articles of Association of the Bank Handlowy w Warszawie S.A. the following points are added:

- “24) providing payment initiation service,
- 25) providing account information service”.

§ 2

The Extraordinary General Meeting of the Bank has resolved, based on Article 430 point 5 of the Code of Commercial Companies, to empower the Supervisory Board of the Bank Handlowy w Warszawie S.A. to adopt a consolidated text of the Articles of Association of Bank Handlowy w Warszawie S.A. following the registration of the amendment referred to in paragraph 1 of the Resolution by the Court of Commercial Register.

§ 3

The Resolution shall be effective upon registration of the aforementioned amendment by the Court of Commercial Register. Pursuant to Article 34 point 2 of Act on Banking Law of 29 August 1997 the aforementioned amendment to the Articles of Association of the Bank Handlowy w Warszawie S.A. shall require the consent of the Financial Supervision Authority.

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

**ATTACHEMENT TO RESOLUTION
CONCERNING ADOPTION OF THE
REVISED POLICY FOR THE
ASSESSMENT OF THE
SUPERVISORY BOARD MEMBERS
IN BANK HANDLOWY W
WARSZAWIE S.A.**

**POLICY FOR THE ASSESSMENT OF SUPERVISORY BOARD
MEMBERS AT BANK HANDLOWY W WARSZAWIE S.A.**

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1. INTRODUCTION

1.1 Definitions

The following terms as used in the Policy shall have the following meanings:

Bank means Bank Handlowy w Warszawie Spółka Akcyjna;

Supervisory Board Member means a candidate to the Supervisory Board or a person already sitting on the Supervisory Board;

PFSA means the Polish Financial Supervision Authority;

Policy means this Policy for the assessment of the Supervisory Board Members;

Banking Law means Act as of 29 August 1997 – Banking law (consolidated text: Dz.U. [Journal of Laws] of 2018, Item 2187, with amendments);

GDPR means Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation);

1.2 The scope of the Policy

This Policy constitutes the policy for assessing the suitability of Supervisory Board Members, which is referred to in Article 22aa.1 of the Banking Law.

1.3 Adopting Procedure

This Policy shall be adopted by the resolution of the Bank's General Meeting.

1.4 Applicability

1.4.1 This Policy shall apply to appointments, revocations and assessments of the Supervisory Board Members.

1.4.2 The detailed procedure for appointment of the Supervisory Board Members by the Bank's General Meeting is set out in the Rules of Procedure of the Bank's General Meeting.

1.5 Assessment of qualifications – general rules

1.5.1 Qualifications of any Supervisory Board Member are assessed by the Bank's General Meeting. The process of assessment of the Supervisory Board Member includes the Committee of the Supervisory Board for Appointments and Remuneration (hereinafter the "**Committee**") according to the rules set forth in this Policy.

1.5.2 Taking into account the preliminary assessment of qualifications of the Supervisory Board Member together with the recommendations referred to in par. 4.2 of this Policy, the General Meeting shall perform an individual assessment of each Supervisory Board Member and a collective assessment of the Supervisory Board as a body of the Bank according to the criteria set out in this Policy, recording the fact of the assessment and its results in the contents of the undertaken resolution. The General Meeting should assess the qualifications of each candidate for the Supervisory Board Member prior to their appointment.

1.5.3 Taking into account the preliminary assessment of qualifications of the Supervisory Board Member together with the recommendations referred to in par. 5.4 of this Policy, with respect to par. 5 of this Policy, the General Meeting shall perform a re-assessment of the qualifications of the Bank's Supervisory Board Members when there is a justified doubt as to whether they have adequate qualifications, especially when a particular event or situation requires such a re-assessment, as a way to verify the person's qualifications. The re-assessment may only involve

verifying whether the person concerned continues to hold the required qualifications after the event or situation.

- 1.5.4 The Bank shall, immediately after a new Supervisory Board is appointed or the composition of the existing Supervisory Board is changed, notify the PFSA of the composition or new composition of the Supervisory Board, along with the information, based on its assessment, that the Supervisory Board Members meet the requirements for knowledge, skills, experience, and proper performance guarantee and comply the requirements with the applicable restrictions on the holding, by Supervisory Board Members, of positions on the governing bodies of other entities.
- 1.5.5 The documentation for the purposes of the assessment performed by the General Meeting shall be gathered and kept by the Bank's Organizational Bureau in accordance with the provisions of GDPR. Personal data shall be stored for the maximum period of 25 years.

2. GENERAL ASSESSMENT CRITERIA

- 2.1 The General Meeting shall assess the qualifications of Supervisory Board Members, taking into account the nature, scale and complexity of the Bank's business, as well as the preliminary assessment of qualifications of the Supervisory Board Member and recommendations on his/her appointment, issued by the Committee.
- 2.2 The assessment of the Supervisory Board Members includes:
 - a) determining, whether the assessed person has the knowledge, skills and experience suitable to the function this person shall be performing in the Bank, as well as the scope of duties assigned to this function;
 - b) determining, whether the assessed person gives guarantee of proper performance of the duties assigned to the function this person shall be performing in the Bank. The guarantee of proper performance of duties primarily refers to the reputation, honesty and integrity of a person concerned and his/her ability to handle the Bank's affairs in a prudent and steady manner.
- 2.3 Whenever this Policy mentions the "qualifications", they shall be deemed as knowledge, skills, experience and guarantee of proper performance of the duties.
- 2.4 The level and type of experience expected of Supervisory Board Members may vary.
- 2.5 The Supervisory Board Members should guarantee in each and every case the proper performance of the duties they are entrusted with.
- 2.6 If the Bank learns about circumstances where the knowledge, skills, experience and/or guarantee of proper performance of the duties of a Supervisory Board Member may be questioned, the future or potential impact of such circumstances on the qualifications of the person concerned must be assessed. The assessment required in the preceding sentence must include all material circumstances known at the time of the assessment, regardless of place or time of their occurrence.
- 2.7 When assessing Supervisory Board Members, the General Meeting shall assess whether each person individually has the qualifications. The General Meeting shall assess whether the Supervisory Board as a whole has the qualifications when appointing the new Supervisory Board Member.
- 2.8 Supervisory Board Members should be able to devote sufficient time and effort to perform their duties effectively.
- 2.9 Supervisory Board Members may hold simultaneously only a number of functions, on the terms specified in the Banking law, and engage in any other time-consuming activities only to a limited extent.

- 2.10 It has been postulated that the General Meeting should incorporate the diversity principles during appointments to the Supervisory Board, namely such processes should provide for equal opportunities for women and men irrespective of their declared sex or age, who have varying individual knowledge, skills and experience and, at the same time, are adequate for the office to which a Supervisory Board Member is appointed, and, further, they complement each other so as to provide for the sufficient standard of collective supervision over the Bank's governance to be verified by means of collective assessment of the entire Supervisory Board's skills set. In pursuance of the diversity objective, efforts should be made to adhere to such standards as equal treatment, prevention of discrimination and non-ethical conduct. The reflection of the need for diversity on the Supervisory Board cannot prejudice the proper supervision over the Bank's governance.

3. DETAILED ASSESSMENT CRITERIA

- 3.1 The description of the detailed assessment criteria of the Supervisory Board Members is contained in Appendix 1 to this Procedure.

4. DETAILED ASSESSMENT PROCESS, THE DOCUMENTS AND INFORMATION REQUIRED FOR THE FIRST APPOINTMENT OF A SUPERVISORY BOARD MEMBER

- 4.1 By first appointment to the Supervisory Board, a candidate himself/herself or via the nominating shareholder shall submit the information and documents necessary to perform the candidate's assessment based on the criteria stated in this Policy, listed below:

- a) Documents or statements regarding:
 - i) Given name(s) and surname, citizenship;
 - ii) Change of given name(s) or surname or citizenship;
 - iii) Financial standing and wealth;
- b) Information necessary for assessment of the candidate's qualifications as regards:
 - i) Address of usual or temporary residence;
 - ii) Education, profession, skills and professional experience, including the work history, completed training courses, place of work and position held, offices held in governing bodies of financial sector entities;
 - iii) Criminal or fiscal criminal proceedings conducted against the candidate;
 - iv) Administrative sanctions imposed on him/her;
 - v) Administrative sanctions imposed on other entities within the realm of the candidate's responsibility;
 - vi) Court proceedings that might adversely affect the candidate's reputation and administrative, disciplinary or debt enforcement proceedings in which he/she is or was involved as a party;
 - vii) Fluency in Polish and foreign languages; and
 - viii) How he/she conducts themselves in private life, business environment and contacts, and how he/she handles any person injured by his/her actions.

The specimen form for candidates for the Supervisory Board Member which facilitates the submission of the foregoing information and statements, is set out in Appendix 2 hereto. The Bank may also request submission of other information, statements and documents.

- 4.2 The Committee shall verify the received documents and information indicated in par. 4.1 of this Policy and based on the possessed material, performs the preliminary individual assessment of the Supervisory Board Member and the collective assessment of the Supervisory Board as the

Banks body, and then prepares the recommendation on appointment of the candidate. The Chairman of the Committee or other designated person shall submit to the General Meeting the Committee's preliminary assessment of qualifications and the recommendation on appointment of the candidate in order for the General Meeting of the Bank to perform the assessment of qualifications.

- 4.3 With the provision of information about himself/herself, the Supervisory Board Member should be asked to submit to the Bank a written consent for processing by the Bank and the entities involved in the process of evaluating his / her personal data (the "Consent"), including personal data from the respective categories of information provided under the GDPR for the selection and evaluation process in accordance with this Policy, as far as the legal basis for processing such data is not set out in the law or entails any transmission of data to any members of the Citi Group. Detailed information about the method and scope of processing of personal data of the Supervisory Board Member together with the Consent for their processing shall be provided by the Bank to the candidates in separate information on the processing of personal data. Failure to provide the relevant data to the Bank may constitute an obstacle to the assessment of the candidate and consequently to the appointment or performance of a member of the Supervisory Board of the Bank.

5. DETAILED RE-ASSESSMENT PROCESS AND MEASURES TAKEN IF THE CANDIDATE LACKS THE REQUIRED QUALIFICATIONS

- 5.1 The General Meeting shall perform an individual re-assessment of a Supervisory Board Member if:
- a) the Supervisory Board Member is to be appointed for another term of office; and
 - b) the General Meeting receives information questioning the qualifications possessed by the Supervisory Board Member which are required to further performance of the function, described in this Policy.
- 5.2 Each individual re-assessment of a Supervisory Board Member involves:
- a) determining whether the person being re-assessed maintains necessary knowledge, skills and experience suitable to the function this person shall be performing in the Bank, as well as the scope of duties assigned to this function; and
 - b) determining whether anything has happened that may significantly affect the guarantee of proper performance of the duties by the person being re-assessed.
- 5.3 The Supervisory Board Member notifies the Committee immediately after a significant change occurs, that may affect the Supervisory Board Member's qualifications necessary for performing their functions, as referred to in this Policy. The Director of the Bank's Organizational Bureau, once a year, is obligated to collect from every Supervisory Board Member information about the possible changes concerning the statements, information and documents submitted before the appointment to the Supervisory Board, and is obliged to submit the collected information to the Committee. If there are no changes, the Supervisory Board Member shall make the statement that such statements, information and documents as held by the Bank do not require update. This statement may be submitted electronically. The Committee verifies the received information and performs the annual assessment of the Supervisory Board Member's qualifications in the scope described in par. 5.2 of this Policy. Within the same scope, the Committee verifies the information described in par. 5.1.b) of this Policy.
- 5.4 If the preliminary assessment of the Supervisory Board Member's qualifications performed by the Committee is negative, the Committee submits the assessment to the General Meeting together with recommendation on steps aiming at revocation of this Supervisory Board Member or, respectively, at individual training of the Supervisory Board Member or collective training of the whole Supervisory Board of the Bank in order to ensure that both individual and

collective qualifications and experience of the Supervisory Board are sufficient. The nearest General Meeting of the Bank performs the assessment process and decides in this area.

- 5.5 In case described in par. 5.1.a) of this Policy, the Director of the Bank's Organizational Bureau is obligated to collect from every Supervisory Board Member information about the possible changes concerning the statements and information submitted before first appointment to the Supervisory Board. If there aren't any changes, the Supervisory Board Member shall make the statement that the statements, information and documents possessed by the Bank do not require update. The Director of the Bank's Organizational Bureau submits the collected statements, information and documents to the Committee. The Committee verifies the received information, performs the preliminary assessment of the Supervisory Board Member's qualifications and submits the assessment together with the recommendation on re-appointment to the General Meeting of the Bank. The provisions of par. 4.2 shall apply respectively.

6. EFFECTIVE DATE

This Policy is subject to adoption in accordance with par. 1.3 above and shall become effective when adopted by the Bank's General Meeting.

APPENDIX 1

THE ASSESSMENT CRITERIA

1. CRITERIA REGARDING THE REPUTATION, HONESTY AND INTEGRITY, AND THE ABILITY TO HANDLE THE BANK'S AFFAIRS IN A PRUDENT AND STEADY MANNER (GUARANTEE OF PROPER PERFORMANCE OF DUTIES)

- 1.1 Pursuant to Article 22aa.1 of the Banking Law, members of the bank's supervisory board must guarantee the proper performance of their duties. The guarantee referred to in the preceding sentence primarily refers to the reputation, honesty and integrity of a person concerned and his/her ability to handle the Bank's affairs in a prudent and steady manner.
- 1.2 A Supervisory Board Member should be considered as guaranteeing the proper performance of duties if there is no evidence to suggest otherwise and no reason to have reasonable doubt about his or her good reputation, honesty, integrity and the ability to handle the Bank's affairs in a prudent and steady manner. A Supervisory Board Member should not be considered as guaranteeing the proper performance of duties if his or her personal or business conduct gives rise to any material doubt about his or her ability to ensure the sound and prudent supervision over the management of the Bank.
- 1.3 All of the following information should be taken into account:
- a) Criminal or fiscal criminal proceedings conducted against the Supervisory Board Member;
 - b) Administrative sanctions imposed on him/her;
 - c) Administrative sanctions imposed on other entities within the realm of the Supervisory Board Member's responsibility;
 - d) Court proceedings that might adversely affect the Supervisory Board Member's reputation and administrative, disciplinary or debt enforcement proceedings in which he/she is or was involved as a party.

The surrounding, including mitigating, circumstances and the seriousness of any relevant offence or administrative or supervisory action, the time period and the Supervisory Board Member's conduct since the offence and the relevance of the offence or administrative or supervisory action to the proposed role should be considered.

- 1.4 The cumulative effects of more minor incidents, which individually do not impinge on a Supervisory Board Member's reputation but may in sum have a material impact, should be considered.
- 1.5 Attention should be paid to the following factors regarding the propriety of the Supervisory Board Member in past business dealings:
- a) any evidence that the Supervisory Board Member has not been transparent, open, and cooperative in its dealings with supervisory or regulatory authorities;
 - b) refusal of any economic registration, authorization, membership, or license to carry out a trade, business, or profession; or revocation, withdrawal, or termination of such registration, authorization, membership, or license; or expulsion by a regulatory or government body;

- c) the reasons for any dismissal from employment or any position of trust, fiduciary relationship, or similar situation, or having been asked to resign from employment in such a position; and
- d) disqualification by competent authority from acting as a person who directs the business.

1.6 It should be considered how they conduct themselves in private life, business environment and contacts, and how he/she handles any person injured by his/her action.

2. KNOWLEDGE, SKILLS AND EXPERIENCE CRITERIA

2.1 Pursuant to Article 22aa.1 of the Banking Law, members of the bank's supervisory board must have knowledge, skills and experience as adequate for offices held by them and duties assigned to them.

2.2 All information about their education, profession, skills and professional experience, including the work history, completed training courses, place of work and position held, offices held in governing bodies of financial sector entities, should be taken into account.

2.3 The assessment of a Supervisory Board Member's experience should consider both, the theoretical experience attained through education and training and the practical experience gained in previous occupations. It should be taken into account the skills and knowledge acquired and demonstrated by the professional conduct of the member.

2.4 With regard to assessment of a Supervisory Board Member's theoretical experience, particular consideration should be given to the level and profile of the education and whether it relates to banking and financial services or other relevant areas. Education in the areas of banking and finance, economics, law, administration, financial regulation and quantitative methods can in general be considered to be related to banking and financial services.

2.5 The assessment should not be limited to the details about the level of education of the Supervisory Board Member or proof of a certain period of service in a bank, other financial institution or other entity. A more thorough analysis of the Supervisory Board Member's practical experience should be conducted as the knowledge and skills gained from previous occupations depends on the nature, scale and complexity of the business as well as the function performed within it.

2.6 When assessing the knowledge, skills and experience of a member of the management body particular consideration should be given to theoretical and practical experience relating to:

- a) financial markets;
- b) regulatory framework and requirements;
- c) strategic planning, and understanding of a bank's business strategy or business plan and accomplishment thereof;
- d) risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of a bank, including the responsibilities of the member);
- e) assessing the effectiveness of a bank's arrangements, creating effective governance, oversight and controls; and
- f) interpreting a bank's financial information, identifying key issues based on this information and appropriate controls and measures.

2.7 A Supervisory Board Member should be capable of providing constructive challenge to the decisions and effective oversight of the Management Board. The experience may be gained from

academic, administrative or other positions and through the management, supervision or control of financial institutions or other firms. The Supervisory Board Members should be able to demonstrate that they have, or will be able to acquire, the technical knowledge necessary to enable them to understand the business of the bank and the risks that it faces sufficiently well.

3. GOVERNANCE CRITERIA

- 3.1 When assessing the suitability of a Supervisory Board Member also other criteria relevant for the functioning of the Supervisory Board should be assessed, including potential conflicts of interest, the ability to commit sufficient time, the overall composition of the Supervisory Board, the collective knowledge and expertise required and Supervisory Board Member's ability to perform their duties independently without undue influence from other persons.
- 3.2 In assessing a Management Board Member's independence, the following factors should be considered:
 - a) past and present positions held in the bank or other entities;
 - b) personal, professional or other economic relationships with the management board members in the Bank's parent company or subsidiaries; and
 - c) personal, professional or other economic relationships with the controlling shareholders of the Bank, with its parent institution or subsidiaries.
- 3.3 The Supervisory Board needs collectively to have sufficient practical experience in banks.

APPENDIX 2

INFORMATION FORM FOR CANDIDATES FOR SUPERVISORY BOARD MEMBERS

Form for a candidate for Member of the Supervisory Board of Bank Handlowy w Warszawie S.A.

The form has been introduced by Bank Handlowy w Warszawie S.A. in order to assess the qualifications of candidates for the Supervisory Board Members in accordance with the Policy for the Assessment of Qualifications of the Supervisory Board Members at Bank Handlowy w Warszawie S.A.

Providing personal data covered by this form by candidates for members of the Supervisory Board is a statutory requirement except for data marked as voluntary. As regards data that may be given voluntarily, the Bank processes them based on its legitimate interest or asks the candidate for his/her consent to process them, but the failure by a candidate to provide the data and give the consent to the processing by the Bank of her/his personal data may constitute an obstacle to the evaluation of the candidate and, consequently, to appoint or serve as a member.

Detailed information on the methods and scope of personal data processing together with the consent to their processing, is to be provided by the Bank to the candidates in separate information notice.

PART I. PERSONAL DETAILS

Personal details:

Given name(s):

Surname:

Citizenship:

Change of given name(s), surname or citizenship:

Address of usual or temporary residence:

Personal ID No (PESEL):

PART II. COURSE OF PROFESSIONAL CAREER

In this part, please provide, separately for each instance of employment/assignment/business activity, information on professional experience, including data specified in the table below and according to the proposed template – for the past 10 years. Please, include also academic, administrative or other positions.

Table No: I

Period:	From:	To:
	<i>month/year</i>	<i>month/year</i>
Name of the employer/contracting party/performed business or professional activity (including, in academic, administrative or other positions):		
<i>Note: when work contracted by other entities was performed as part of the assignment, please provide in this field only the name of the activity performed.</i>		
.....		
Position held and period of holding it / function held and period of holding it:		
.....		
Scope of responsibilities:		
.....		
The rights entrusted to a candidate /internal decision rights and controlled areas of activity, including, the number of subordinates – for the positions in the last 10 years:		
.....		

Performed honor functions, including, in the management bodies:

.....
.....

Reasons for the termination of the employment agreement/mandatory contract or another agreement of similar character/for ceasing to perform the activity *(to be disclosed voluntarily)*:

.....
.....

References – if available - candidate may provide written references of employers of at least the last 3 years *(to be provided voluntarily; references may be provided subject to the written consent of any individuals whose personal data are included in the references to be provided)*.

Period:	From:	To:
	<i>month/year</i>	<i>month/year</i>

Name and address of the entity issuing the reference letter.

.....

Position or function, which the reference refers to.

.....

List of appendices *(to be provided voluntarily; appendices may be provided subject to the written consent of any individuals whose personal data are included in the appendices to be provided)*:

List of appendices to this form, confirming the career path in each entity, including reference letters.

.....
.....

PART III. EDUCATION, TRAININGS COMPLETED, PROFESSION, PROFESSIONAL SKILLS

In this part, please provide, pursuant to the template below, data related to the education, considering the obtained degrees and titles, as well as the details of postgraduate education, all or selected courses, trainings, profession, etc. as well as your professional skills set. Please provide the data in a separate table for each instance of obtaining a particular level of education, course, training, profession, etc. and professional skills set.

Table No: II

Period:	From: <i>month/year</i>	To: <i>month/year</i>
Name and address of the higher education institution/postgraduate institution/organizer of a course, specialist training, etc.		
.....		
Obtained education/degree or academic title/postgraduate studies/trainings/powers/profession/other forms of supplementary education: <i>Note: if obtaining the degree/academic title/powers required the elaboration of a particular subject in the form of a paper, study, project or similar, please provide the topic.</i>		
.....		
Name and address of the high school/profile of education/year of graduation – if the candidate does not have higher education or has a higher education in different profile than useful in banking, but the candidate graduated the high school of economical or related profile:		
.....		
Your professional skills set		

<hr/> <hr/>
<p>List of appendices <i>(to be provided voluntarily)</i>:</p> <p><i>List of appendices to the form, confirming the obtained level of education or completed courses, trainings, etc.</i></p>
<hr/> <hr/>

PART IV. REPRESENTATIONS

In this part, please sign the following representations by way of confirmation of possessing the qualifications required by legal provisions and of other circumstances important for the matter. Representations in table no. IV are related to the current situation and the period of the past 10 years. The candidate does not have to give information, if cancelling of the punishment has occurred on the basis of the governing law.

Table No: III

A. I hereby represent that I agree to take on the function of:
<p>president/member of the Supervisory Board</p> <p>at Bank Handlowy w Warszawie S.A., which is the entity supervised by the Polish Financial Supervision Authority</p>
B. I hereby represent that:
I have/do not have full legal capacity
C. I hereby represent that <i>(to be disclosed voluntarily; information may be disclosed upon your consent)</i> :
<p>I have/ haven't been – (1)</p> <p>I have/ haven't been – (2)</p>
<p>punished for intentional offence or fiscal offence, excluding offences prosecuted by private indictment (1).</p> <p>punished for an offence other than intentional offence or fiscal offence (2).</p>

Table No: IV

E. I hereby represent that <i>(to be disclosed voluntarily)</i> :
<p>I conduct/conducted/do not conduct</p> <p>people close to me, remaining in the same household conduct/do not conduct</p> <p>business activity</p> <p>.....</p> <p>state the form of the conducted business activity and its type</p>
F. Regarding my financial standing and my wealth, I hereby represent that:
<p>I believe that my financial standing and my wealth are:</p> <p>good</p> <p>poor</p> <p>without limitation, I have/had/do not have</p> <p>shares or interest in companies</p>

<p>.....</p> <p>names of entities, number of shares</p>
<p>G. I hereby represent that:</p>
<p>I hold/held/do not hold</p> <p>a function in management boards, supervisory boards, other governing bodies of entities conducting business activity,</p> <p>.....</p> <p>names of entities, indication of the function and period of holding the function, considering the information on obtaining or refusal of a vote of approval for the functions held, together with the indication, which of the above mentioned entities are the same capital group. Specify estimated time (in days per year) committed on each of the current functions and the number of meetings attended annually in connection with holding each current function.</p>
<p>H. I hereby represent that (<i>to be disclosed voluntarily; information may be disclosed upon your consent</i>):</p>
<p>I have/haven't received – (1)</p> <p>I have/haven't caused – (2)</p> <p>I do not act/did not act/act/acted – (3)</p> <p>I do not act/did not act/act/acted – (4)</p> <p>With reference to my person there has been / has not been – (5)</p>
<p>a ban on conducting business activity in my own name and on holding the function of a representative or proxy of an entrepreneur, member of a supervisory board or a revision committee in a joint-stock company, a limited liability company, a cooperative or another entity (1).</p> <p>documented material losses in the current and previous workplaces or in connection with holding a function of a member of a governing body of a legal person (2).</p> <p>in administrative proceedings as a party or in such proceedings where a party was or is an entity in which the Candidate held a function (3).</p> <p>as a party to court proceedings which may have an adverse impact on my financial situation (4).</p> <p>any refusal of any registration, authorization, membership, or license to carry out a trade, business, or profession; or revocation, withdrawal, or termination of such registration, authorization, membership, or license; or expulsion by a regulatory or government body (5).</p>

Table No: V

<p>A. I hereby represent that:</p>
<p>I have / I do not have (1)</p> <p>I have / I do not have (2)</p>
<p>meaningful involvements or investments that may have a meaningful negative impact on my financial situation (1).</p>

loans that may have a meaningful negative impact on my financial situation (2).

B. I hereby explain that the above mentioned involvements or investments or loans regard the following:

.....

.....

C. I hereby represent that:

I have been / I have not been entered (1)
as regards my person there are / are not (2)
as regards my person there has been / has not been (3)

to the list of insolvent debtors (1).
negative entries on the list of insolvent debtors kept by known bureau of credit information (2).
declared a consumer bankruptcy (3).

If the above statement is affirmative, please describe shortly the situation and indicate its timeframe.

.....

.....

D. I hereby represent that as regards the entities owned or managed by me, or entities in which I have / had meaningful amount of shares:

there has been / has not been initiated or opened (1)
there has been / has not been initiated (2)
there has been / has not been initiated (3)

restructuring proceedings (1).
bankruptcy proceedings (2).
liquidation proceedings (3).

If the above statement is affirmative, please describe shortly the cause of such proceedings and the potential candidate's influence on its existence.

.....

.....

PART V. CONFIRMATION OF HAVING PROFESSIONAL EXPERIENCE

Please complete the form in this section regardless of the information given in Part II. For each case in support of your professional experience, including the work history, please enclose a separate table.

Table No: VI

Period:	From:	To:
	<i>month/year</i>	<i>month/year</i>
Name of the entity (possibly providing the type, in the case of a financial institution):		
.....		
Position Held:		
<i>If this data was provided in part II, a reference to a relevant table in this part shall suffice.</i>		
.....		
Scope of Responsibilities:		
<i>If this data was provided in part II, a reference to a relevant table in this part shall suffice.</i>		
.....		

PART VI. PREMISE FOR A WARRANTY OF RELIABLE PERFORMANCE OF DUTIES, IN PARTICULAR THE REPUTATION, HONESTY AND INTEGRITY AND THE ABILITY TO HANDLE THE BANK’S AFFAIRS IN A PRUDENT AND STEADY MANNER

In this part, please provide the data that will be used to assess whether a particular person conforms to the statutory condition of a warranty of reliable performance of duties which, in particular, entails the reputation, honesty, integrity and the ability to handle the Bank’s affairs in a prudent and steady manner. The representations refer to the period of the past 10 years.

Table No: VII

<p>A. Are there or have there been any court proceedings against you that might adversely affect your reputation or any administrative, disciplinary or debt enforcement proceedings in which you are or were involved as a party ?</p>	<p>Yes/No*</p>
<p>If the answer to the above question is affirmative, please provide the type of the proceeding(s), entities participating in the proceedings (plaintiffs, participants, etc.) as well as the subject matter of the proceeding(s) (type, character and amount of the claim, challenged behavior):</p>	
<p>.....</p> <p>.....</p>	
<p>B. 1. Do you hold functions in the governing or supervisory bodies of commercial companies or other legal persons?</p> <p>2. Over the past 10 years, have you obtained a vote of approval for the functions held with regard to holding a function in the governing bodies of commercial companies?</p>	<p>Yes/No</p> <p>Yes/No</p>
<p>If the answer to the first question is affirmative, please provide below the name (business name) of the company (companies), other legal persons, the legal form, address of the seat, subject matter of the enterprise as well as the type of the function held (<i>to be disclosed voluntarily</i>) (1).</p> <p>If the answer to the second question is negative, please provide below the name (business name) of the company (companies), legal form, address of the seat, subject matter of the enterprise in which you did not receive a vote of approval for the functions held along with the reasons for the failure to obtain the aforesaid vote of approval (<i>to be disclosed voluntarily</i>) (2).</p>	
<p>.....</p> <p>.....</p>	
<p>C. Do you have the permissions (permits, concessions, etc.) to perform activities in the professions that require special qualifications or that entail special trust (<i>to be disclosed voluntarily</i>)?</p>	<p>Yes/No</p>

If the answer to the abovementioned question is affirmative, please provide below the type of the permissions held, type of profession, or the justification of the reasons why the profession has been regarded as requiring special qualifications or entailing special trust (*to be disclosed voluntarily*).

.....

.....

D. 1. Have you been subject to any administrative sanctions?	Yes/No
2. Have any administrative sanctions been imposed on other entities within your realm of responsibility?	
3. Over the past 10 years, have you rendered yourself liable to disciplinary action in the case of performing a job or holding a function subject to such liability?	Yes/No
	Yes/No

If the answer to the abovementioned questions is affirmative, please provide below what case (cases) the administrative sanctions or disciplinary liability referred to, or the entity (entities) to whose activity the administrative proceedings were related and with which function (functions) they were connected, and what such proceedings entailed and what the results of the application of such measures was.

.....

.....

E. Were any civil and legal claims addressed to you and recognized as legitimate in court proceedings in connection with holding managerial functions in business entities?	Yes/No
---	--------

If the answer to the above mentioned question is affirmative, please provide below the entity (entities) whose activity the claim (claims) referred to, what the basis (bases) and circumstances were for addressing the claim (claims) and what behavior was the subject matter of each claim and what the amount of claims was.

.....

.....

F. 1. Are there any current criminal proceedings or fiscal offence proceedings against you in Polish or foreign judicial authorities?	Yes/No
2. In connection with the activity of the business entity in the period in which you were employed or held a managerial function therein, are there any current criminal proceedings or fiscal offence proceedings in Polish or foreign judicial authorities (to your knowledge)? <i>(to be disclosed voluntarily)</i>	Yes/No
If the answer to the above mentioned questions is affirmative, please provide below in front of which judicial authorities the proceedings are going on and which actions are the subject matter of the proceedings.	
<p>.....</p> <p>.....</p>	

PART VII. DESCRIPTION OF AFFILIATIONS

Table No: VIII

I hereby represent that:
I do / do not have (1)
I do / do not have (2)
personal, professional, economic and/or other similar links with other Management Board Members of the Bank, the Bank’s parent company and/or its subsidiaries (1).
personal, professional, economic and/or other similar links, respectively, with shareholders controlling the Bank or its parent company (2).
If the above statement is affirmative, please describe shortly the existing affiliations.
.....
.....

PART VIII. POTENTIAL CONFLICT OF INTEREST, OTHER SIGNIFICANT INFORMATION

Please, enlist all situations that may be a potential conflict of interest*.

* a conflict of interest shall, in particular, be deemed to be:

- (i) a situation where there is a contradiction between the private affairs and interest of the Supervisory Board Member and the obligations resulting from the performed function in the Supervisory Board, if the private affairs and interest may negatively affect the proper performance of the function in the Supervisory Board;
- (ii) a situation where the Supervisory Board Member’s activity outside the Bank is not possible to reconcile with the obligation to be loyal to the Bank and to act in its best interest.

Table no IX

Is there any potential conflict of interest, as regards your person*?	Yes/No
If the above statement is affirmative, please describe the conflict of interest.	
<p>.....</p> <p>.....</p>	

Table no X

In light of the information indicated in this form, do any issues require further explanation?	Yes/No
If the above statement is affirmative, please indicate the circumstances or pieces of information that require explanation (by reference to the proper place in the form), together with explanations, separately for each circumstance or piece of information.	
<p>.....</p> <p>.....</p>	

Table no XI

A. I hereby represent that <i>(to be disclosed voluntarily)</i> :
I have been subject to / I have not been subject to (1)
I have been subject to / I have not been subject to (2)
I have been subject to / I have not been subject to (3)

assessment performed for the purposes of my candidacy for the management board or supervisory board member of the commercial company which is subject to the supervision, including the PFSA or any other supervising authority (1).

assessment and verification performed by the PFSA for the purposes of consent to my performance of function of the bank's president of the management board or member of the management board supervising the management of significant risk in the bank's activity, upon art. 22b par. 1 of the Polish Banking Law (2).

assessment and verification performed by foreign supervisory authority, including financial supervisory authority, for the purposes of my performance of function in the management board or supervisory board in institution which is subject to such supervision (3).

If the above statement is affirmative, please fill in the part below.

The assessment I received was positive / negative (1).

The PFSA gave its consent / did not give its consent to my performance of this function (2).

The assessment I received was positive / negative (3).

B. I hereby represent that (*to be disclosed voluntarily*):

as regards my person, are there / there are not

any other circumstances, than the ones disclosed in this form, significant in light of my potential membership in the Bank's Supervisory Board.

If the above statement is affirmative, please describe these circumstances.

.....

.....

C. I hereby represent that I am fluent in the following languages:

.....

.....

I filled in this form thoroughly and exhaustively and all the information and circumstances presented in this form are true and are reflected in the documentation I possess.	Yes / No
---	----------

I am ready to present to the Bank all documents I possess that confirm the circumstances and information included in this form.	Yes / No
---	----------

.....

Date and legible signature of the candidate

Explanations

1. *In order to simplify the completion of the form and recognition of the matter, it is suggested that the form be completed through electronic edition, which entails the introduction of the text, where indicated, and deletion of unnecessary phrases.*
2. *Working fields in the table filled in white are intended to be edited by the person completing the form. Fields filled in grey are not editable.*
3. *Signatures in required places should be put in handwriting.*
4. *If necessary (when the area of the fields in the document does not make it possible to include all the content that should be there), one should extend the area of relevant fields in the document, so as to include the total of submitted information or explanations.*
5. *Respectively, each example of: employment (commission, performance of activity), achieving the specific level of education (courses, trainings), meaningful involvements or investments or loans, as well as affiliations should be described in a separate table, whose template is included in the relevant part of the form. To this end, copy a particular template in the desired number of copies. Please remember about correct numbering of the tables.*