

**Draft of resolutions of the Ordinary Shareholders Meeting of the Bank Handlowy w Warszawie S.A. held on 19 June 2008**

*Draft Resolution to Item 2 of the Agenda of the Ordinary General Shareholders Meeting held on 19 June 2008*

**Resolution of the  
Ordinary General Shareholders Meeting of  
the Bank Handlowy w Warszawie Spółka Akcyjna  
of 19 June 2008**

**concerning election of Chairman the Ordinary General Meeting of Shareholders of  
Bank Handlowy w Warszawie S.A.**

Ordinary General Meeting of Shareholders appoints ..... to be a Chairman of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna.

*Draft Resolution to Item 4 of  
the Agenda of the Ordinary  
General Shareholders Meeting  
held on 19 June 2008*

**Resolution of the  
Ordinary General Shareholders Meeting of  
the Bank Handlowy w Warszawie Spółka Akcyjna  
of 19 June 2008**

**concerning approval of the Agenda**

The Ordinary General Shareholders Meeting approves the Agenda of the Ordinary General Meeting.

*Draft Resolution to Item 5 of  
the Agenda of the Ordinary  
General Shareholders Meeting  
held on 19 June 2008*

**Resolution of the  
Ordinary General Shareholders Meeting of  
the Bank Handlowy w Warszawie Spółka Akcyjna  
of 19 June 2008**

**concerning election of the Voting Commission**

Ordinary General Shareholders Meeting appoints following persons to be a members of the Voting Commission during the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna:

- 1) .....
- 2) .....
- 3) .....

*Draft Resolution to Item 6 Sub-point 1) of the Agenda of the Ordinary General Shareholders Meeting held on 19 June 2008*

**Resolution of the  
Ordinary General Shareholders Meeting of  
the Bank Handlowy w Warszawie Spółka Akcyjna  
of 19 June 2008**

**on consideration and approval of the report of the Management Board from activity of the Bank Handlowy w Warszawie S.A. in 2007 and financial statement of the Bank Handlowy w Warszawie S.A. for year 2007**

Pursuant to Art. 395 § 2 point 1) of the Commercial Companies Code and § 9, Item 1, point 1 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie S.A. - after considering the report of the Management Board from activity of the Bank Handlowy w Warszawie S.A. in 2007 and financial statement of the Bank Handlowy w Warszawie S.A. for the year 2007 - resolved to:

- 1) Approve report of the Management Board from activity of the Bank Handlowy w Warszawie S.A. in 2007;
- 2) Approve annual financial statement of the Bank Handlowy w Warszawie S.A. for the period ending on December 31<sup>st</sup> 2007, consisting of:
  - a) Balance sheet prepared for the day of December 31<sup>st</sup> 2007 indicating the total assets and liabilities in amount of PLN 38.008.361.202,52,
  - b) Profits and losses account for the year 2007 indicating a net profit in amount of PLN 808.168.455,25,
  - c) Specification of changes in own equity for the year 2007 indicating the overall own equity in amount of PLN 5.476.078.714,14,
  - d) Cash flow report for the year 2007 indicating an increase in net cash funds in amount of PLN 2.436.825.194,77,
  - e) Notes to the statements for the year 2007 together with the opinion and the report of the auditors,
  - f) Report of Bank Handlowy w Warszawie S.A. regarding compliance with corporate governance rules incorporated in "Best Practices in Public Companies 2005" in 2007.

*Draft Resolution to Item 6, Sub-point 2) of the Agenda of the Ordinary General Shareholders Meeting held on 19 June 2008*

**Resolution of the  
Ordinary General Shareholders Meeting of  
the Bank Handlowy w Warszawie Spółka Akcyjna  
of 19 June 2008**

**on consideration and approval of the report of the Supervisory Board of the Bank Handlowy w Warszawie S.A. from its activity for the period of time from the date of the Bank's Ordinary General Shareholders Meeting held in 2007 to the date of the Ordinary General Shareholders Meeting in 2008 including Supervisory Board's results of evaluation following reports: Bank Handlowy w Warszawie S.A. and its Capital Group financial reports and report from activity in year 2007, and the Management Board's motion on distribution of the net profit for year 2007**

After considering the report of the Supervisory Board of the Bank Handlowy w Warszawie S.A. from its activity for the period from the date of the Ordinary General Meeting of Shareholders held in 2007 to the date of the Ordinary General Shareholders Meeting in 2008, including Supervisory Board's results of evaluation following reports: Bank Handlowy w Warszawie S.A. and its Capital Group financial reports and report from activity in year 2007, and the Management Board's motion on distribution of the net profit for year 2007, the Ordinary General Shareholders Meeting resolved to approve this report.

Attachment to the Resolution - Report of the Supervisory Board

**REPORT  
on the activities of the Supervisory Board of Bank Handlowy w Warszawie S.A.**

in the period from the Ordinary General Meeting held in 2007  
to the Ordinary General meeting held in 2008

**I. Composition of the Supervisory Board**

On June 21, 2007 the mandate of Mr. Stephen Long expired as a result of his resignation. The Ordinary General Meeting of Shareholders, during its session

held on June 21, 2007, appointed Ms. Susan Blaikie (former last name Dean) and Ms. Aneta Polk (former last name Popławska) as well as Mr. Michael Schlein as Members of the Supervisory Board of the Bank for a three-year term of office.

Due to the above, during the reporting period the Supervisory Board operated in the following composition:

Mr. Stanisław Sołtysiński	Chairperson of the Supervisory Board	entire reporting period
Mr. Shirish Apte	Vice Chairperson of the Supervisory Board	entire reporting period
Mr. Andrzej Olechowski	Vice Chairperson of the Supervisory Board	entire reporting period
Mr. Sanjeeb Chaudhuri	Supervisory Board Member	entire reporting period
Mr. Goran Collert	Supervisory Board Member	entire reporting period
Ms. Susan Blaikie	Supervisory Board Member	entire reporting period
Mr. Mirosław Gryszka	Supervisory Board Member	entire reporting period
Ms. Sabine Hansen	Supervisory Board Member	entire reporting period
Mr. Krzysztof Opolski	Supervisory Board Member	entire reporting period
Ms. Aneta Polk	Supervisory Board Member	entire reporting period
Mr. Wiesław Smulski	Supervisory Board Member	entire reporting period
Mr. Michael Schlein	Supervisory Board Member	entire reporting period

During the reporting period the Committees of the Supervisory Board operated in the following composition:

#### Audit Committee

Mr. Mirosław Gryszka	Chairperson of the Committee	entire reporting period
Mr. Shirish Apte	Committee Member	entire reporting period
Ms. Susan Blaikie	Committee Member	entire reporting period
Mr. Krzysztof Opolski	Committee Member	entire reporting period
Ms. Aneta Polk	Committee Member	entire reporting period
Mr. Wiesław Smulski	Committee Member	entire reporting period

#### Remuneration Committee

Mr. Stanisław Sołtysiński	Chairperson of the Committee	entire reporting period
Mr. Shirish Apte	Committee Member	entire reporting period
Mr. Andrzej Olechowski	Committee Member	entire reporting period
Mr. Stephen H. Long	Committee Member	until 21 June 2007
Ms. Sabine Hansen	Committee Member	entire reporting period

## Strategy and Management Committee

Mr. Shirish Apte	Chairperson of the Committee	entire reporting period
Mr. Andrzej Olechowski	Vice Chairperson of the Committee	entire reporting period
Mr. Goran Collert	Committee Member	entire reporting period
Mr. Mirosław Gryszka	Committee Member	entire reporting period
Mr. Krzysztof Opolski	Committee Member	entire reporting period
Mr. Stanisław Sołtysiński	Committee Member	entire reporting period

## Working Committee

Mr. Stanisław Sołtysiński	Committee Member	until 25 September 2007
Mr. Mirosław Gryszka	Committee Member	until 25 September 2007
Mr. Andrzej Olechowski	Committee Member	until 25 September 2007

## New Capital Accord Committee

Mr. Andrzej Olechowski	Chairperson of the Committee	from 25 September 2007 to 14 December 2007
Ms. Susan Blaikie	Committee Member	from 25 September 2007 to 14 December 2007
Ms. Sabine Hansen	Committee Member	from 25 September 2007 to 14 December 2007
Mr. Krzysztof Opolski	Committee Member	from 25 September 2007 to 14 December 2007

## Risk and Capital Committee

Ms. Susan Blaikie	Chairperson of the Committee	since 14 December 2007
Ms. Sabine Hansen	Committee Member	since 14 December 2007
Mr. Andrzej Olechowski	Committee Member	since 14 December 2007
Mr. Krzysztof Opolski	Committee Member	since 14 December 2007

The Supervisory Board points out that in the reporting period its members included people having extensive knowledge in the area of law, economics, banking, management and finance. Most of the Supervisory Board members have practical knowledge gained when holding managerial functions in international economic institutions. The Supervisory Board believes that the qualifications of the Supervisory Board members ensure the proper execution of the Supervisory Board's tasks resulting from the provisions of law. The structure of the Supervisory Board, including its Committees, ensures the effective use of the

experience and knowledge of the Supervisory Board members, thus contributing to the achievement of the goals set for the Supervisory Board.

## **II. ASSESSMENT OF THE FINANCIAL RESULTS AND OVERALL SITUATION OF THE COMPANY**

- (i) Since the merger with Citibank Poland S.A., net profits of Bank Handlowy w Warszawie S.A. have been consistently growing and 2007 was a record year in this respect. It should be stressed that the 2007 profit before tax exceeded PLN 1 billion. The Bank improved all key financial indicators both in corporate and consumer banking segments.
- (ii) The 2007 net profit was primarily driven by an increase in net interest income, an increase in net fee and commission income and an increase in treasury income. At the same time the operating costs have hardly risen.
- (iii) Despite a decline in the portfolio of debt securities available for sale and higher costs of financing of the non-financial sector deposits, the Bank reported an increase in net interest income by PLN 166 million, or 16.5%. That is mainly a result of an increase in income on retail and corporate loans as well as an increase in income on interbank deposits. The Bank also reported an increase in net fee and commission income by PLN 122 million, or 21.4%, coming primarily from commissions on investment and insurance products in the Consumer Bank as well as from payment and credit cards fees, fees for payment orders processing and custody operations. The increase in treasury income by 27.7% or PLN 97 million was achieved thanks to active sales to clients and efficient management of Bank's own portfolio. The Bank maintained its leading position in FX transactions with non-bank customers and strengthened its position in the FX derivatives market.
- (iv) The Supervisory Board favorably assesses the cost discipline continued by the Bank – in the entire Bank expenses rose by only 1.5%, or PLN 22 million. In the Corporate Bank (CMB) depreciation and personnel costs fell. At the same time costs in the Consumer Bank increased, driven primarily through intensification of marketing activities and increases in personnel costs, both variable (consequence of good sales results) and fixed (increased employment in distribution due to business development activities and expansion of the distribution channels).
- (v) In the year ended December 31, 2007, loans, which were growing fast, remained the largest component of the Bank's assets. There was a significant increase in lending to both retail and corporate customers. Worth noticing is a decrease of loans at risk of impairment. On the liabilities side the strongest nominal growth occurred in deposits of both financial and non-financial sector customers. There was also a significant increase in current

accounts balance, which is primarily attributable to the promotional campaign of the Citibank Savings Account (up by 43.2%, or PLN 2.4 billion).

- (vi) The Bank's equity as at the end of 2007 was slightly higher than as at the end of 2006. The Supervisory Board believes that the Bank's equity is sufficient to maintain the company's financial safety, deposits placed with the Bank and ensures its growth potential. As at the end of December 2007 the Bank's capital adequacy ratio was 12.06% and it was slightly lower than as at the end of 2006.
- (vii) The Supervisory Board favorably assesses the Bank's efforts to enhance the competitiveness of its product range and customer acquisition. In the Commercial Bank an extensive product range and individualized customer service enjoy great popularity, which contributed to the acquisition of nearly 1,250 clients in this segment. The good acquisition result received support from the new lending program and the innovative product solutions in the field of FX transactions. Moreover, the market responded favorably to GTS product offer. A number of the Bank's products gained sector-wide recognition. As far as cash products are concerned, many new and innovative solutions were introduced. The Bank also held a leading market position in handling money market and foreign exchange transactions. Owing to the high quality of its financial products and services and their innovative nature, the Bank maintains its position of leadership in supporting clients in achieving their development plans with the use of the latest financing structures and instruments on the increasingly competitive and demanding Polish banking market, and participates in financing transactions of crucial importance for its clients and the Polish economy. The largest transactions included: finalization of the loan agreement on financing of a project including construction of a new power unit and modernization of Elektrownia Bełchatów S.A. (BOT) as well as increasing the bond issue for Telekomunikacja Polska S.A. (TP S.A.).
- (viii) In the Consumer Bank some new products were introduced. In order to support customer acquisition and ensure further growth of the Bank's deposit portfolio in April 2007 the Bank launched a Savings Account, which enjoyed great popularity among customers. The Bank continued its special personal account promotions, which together with the promotion of the Savings Account led to the opening of more than 100 thousand accounts. In 2007 the Citibank Credit Card celebrated its 10th anniversary in the Polish market. For 10 years Citibank Credit Cards have been the leading products in the credit cards market. In 2007 the Bank introduced two new co-branded credit cards, which were very well received by customers - Citibank-LOT and Citibank-Plus. Each year the Bank launches new products and services and expands its distribution network by finding new sales channels to reach more customers.

- (ix) Since January 2003 Moody's has consistently assigned an A2 rating to the Bank's long-term deposits denominated in a foreign currency (the sixth best rating on a 21-point scale, the investment grade range) and a Prime-1 rating for short-term deposits denominated in a foreign currency (the best rating on a 4-point scale). These are the highest rating possible for a company with a registered office in Poland. In February 2007, Moody's notified the Bank of upgrading its financial strength rating from "D+" to "C". The upgrade was a result of a new rating methodology adopted by Moody's but also a favorable assessment of the changes taking place at the Bank. Moreover, the Bank has an AA3 rating for long-term deposits in the local currency (the fourth best rating).
- (x) The Supervisory Board regularly reviews the Bank's relationship with its majority shareholder. The relationship has several dimensions such as implementation of new banking products and IT systems, risk management, financial control, human resources management and internal control. The Supervisory Board favorably assesses the Management Board's efforts to adequately account for the services provided by the majority shareholder.
- (xi) Taking into account the current situation in international financial markets, the increased risk of recession in the US and high stock market volatility, the Supervisory Board finds it necessary to cooperate closely with the Management Board to monitor the influence of these risk factors on the Bank's condition.
- (xii) Considering the Bank's financial results, increased sales in key business segments, the product range and innovation in this respect, the Supervisory Board favorably assesses its performance and the performance of the entire Bank in the reporting period and expresses its belief that the current and intended future activities will contribute to further strengthening of the market position of Bank Handlowy w Warszawie S.A.

### **III. ASSESSMENT OF THE INTERNAL CONTROL SYSTEM AND THE RISK MANAGEMENT SYSTEM**

- (i) Pursuant to the Articles of Association, the Bank has an internal control system which verifies the operations of the Bank, both in terms of their legality and correctness, as well as the accuracy of the statements and information submitted by the Bank.
- (ii) The internal control system is aimed at supporting decision making processes which are contributory to ensuring effectiveness and efficiency of the Bank's operations, credibility of financial statements and compliance of Bank's operations with provisions of laws and internal regulations. The internal control system covers risk control mechanisms, examining compliance of Bank's operations with provisions of laws and internal regulations and internal audit.

- (iii) The internal audit in the Bank is performed by the Audit Department, which constitutes a separate organizational unit operating as part of the Bank's structure and directly dependent on the Management Board. The task of the Audit Department is to examine and assess, independently and objectively, the adequacy and efficiency of the internal audit system, as well as to issue opinions on the Bank's management system, including the efficiency of the management of risk resulting from the Bank's operations.
- (iv) The functional internal control at the Bank is performed by each employee and, additionally, by such employee's direct superior and persons cooperating with the superior, as well as by managers of organizational units of the Bank, in terms of the quality and correctness of tasks performed by individual employees in order to ensure the compliance of their tasks with the Bank's control procedures and mechanisms.
- (v) The Supervisory Board performs supervision over the Audit Department activity. The Audit Department regularly, at least once a year, provides the Supervisory Board and the Management Board with information about the discovered irregularities and conclusions from internal audits conducted and measures taken to remedy such irregularities or implement such conclusions. The head of the Audit Department is authorized to participate in the Management Board and Supervisory Board meetings at which matters pertaining to the Bank's internal audit are discussed.
- (vi) The Supervisory Board has appointed a permanent Audit Committee. Within the scope of its duties and responsibilities the Committee oversees Financial Reporting, Internal Control and Risk Management, Internal Audit and External Audit. The Committee submits annual reports on its activity to the Supervisory Board.

The Supervisory Board positively assesses the functioning of the internal control system in the Bank.

- (vii) At its meeting held on December 14, 2007 the Supervisory Board appointed Risk and Capital Committee, which is a standing committee of the Supervisory Board. The Committee has been entrusted with the supervision of the risk management system in the Bank and with the assessment of adequacy and effectiveness of the risk management system. The Committee shall submit annual reports on its activities to the Supervisory Board. The Committee's competencies as related to the supervision of the risk management system functioning shall include in particular: verifying the consistency of the Bank's risk taking policy with the strategy and financial plan of the Bank, verifying and presenting to the Supervisory Board recommendations concerning the general risk level of the Bank, examining the periodic information presenting the types and sizes of risks in the Bank's operations.

The Supervisory Board positively assesses the functioning of the risk management system in the Bank.

#### **IV. ASSESSMENT OF THE WORK OF THE SUPERVISORY BOARD**

(i) Strategy of the Bank

At its 3rd meeting, which was held on March 20, 2008, the Supervisory Board approved the Strategy of Bank Handlowy w Warszawie S.A. for the years 2008-2010. The priority of the Bank, expressed in the adopted strategy, is effective capital management, which will lead to the improvement of all key ratios, including return on equity ratio (ROE). At the same time, the Bank's strategic goal is to focus on building a conscious expense culture, which means optimal allocation and efficient usage of resources. The Bank is committed to have a "best in class" risk management organization. Together with its business partners, risk management will ensure that healthy, measured and sustainable growth is achieved with appropriate structures and risk taking activities, and is delivered by a highly efficient risk organizational structure. The strategy assumes revenue and market share growth both in corporate and retail banking segments.

(ii) Corporate Governance

During the reporting year, the Supervisory Board, within the scope of its competencies, applied the rules of Corporate Governance in Public Companies.

Due to the fact that June 30, 2008 is the deadline for filing a subsequent Bank's statement on the adherence to good practice rules in public companies, during its meeting on May 19, 2008 the Supervisory Board approved the contents of the Bank's statement on adherence to the rules of corporate governance in public companies.

(iii) Settlements between the Bank and Citi

During the reporting year, the Supervisory Board monitored and supervised issues tied to settlements between the Bank and Citigroup.

At its first meeting, held on September 25, 2007, the Supervisory Board approved the execution of an amendment to the Service Agreement (ECHO) specifying the fee for services received by the Bank in 2006. At the same meeting the Supervisory Board approved the commencement of the implementation of a new system for Citibank Credit Card service.

During the second meeting, held on December 14, 2007, the Supervisory Board approved the execution of the agreement on the use of the package of applications supporting Human Resources management processes.

During its next meeting, held on March 20, 2008, the Supervisory Board approved the fees for the use of IT systems covered by UKAT and USAT agreements.

The Supervisory Board, on March 20, 2008, acknowledged in writing, the information on the existing agreements between the Bank and the related entities along with the information on the total amount of charges in the years 2006 – 2007. The agreements concerned: support of IT systems, call center services provided by the Bank concerning authorizations and service of German-speaking customers, project management and coordination for technology related projects and data processing.

(iv) Amendments to the Bank's Articles of Association and Regulations

The Supervisory Board, by Resolution No. 3 of October 3, 2007, taken in writing, issued a positive opinion on the amendments to the Bank's Articles of Association consisting in expanding the supervisory functions of the Supervisory Board due to the implementation of the New Capital Accord. During the Second meeting, held on December 14, 2007, the Supervisory Board approved a package of internal regulations of the Bank enabling implementation of the requirements specified in the regulations issued in connection with the implementation of the New Capital Accord, including the document entitled "General Risk Level at Bank Handlowy w Warszawie S.A." The Supervisory Board, by way or Resolution No. 6 of October 20, 2007, approved in writing, made changes to the Regulations of the Remuneration Committee introducing a possibility to examine issues using means of instantaneous communications.

(v) Miscellaneous issues

At the first meeting, held on September 25, 2007, the Supervisory Board positively acknowledged the information on the introduction of "Code of Conduct for employees of Bank Handlowy w Warszawie S.A., a member of Citigroup". At the same meeting the Supervisory Board acknowledged the information on the launch of the innovative offer for Polish nationals abroad. At the next meeting held on December 14, 2007, the Supervisory Board positively acknowledged the information on the Financial Plan of the Bank for the year 2008 and the information on the "CE/CI Plc" project. Under the project some support services rendered by the Bank to external entities within the Citi Group are to be relocated. On March 20, 2008 the Supervisory Board acknowledged the "Report on outsourcing of banking activities, supervision and control of outsourcing risk in Bank Handlowy w Warszawie S.A." and "Report on activity of Compliance Department in 2007". During the third meeting, held on March 20, 2008, the Supervisory Board positively assessed: the Management Board's report on the activity of the Bank and the Bank's Capital Group in the financial year 2007 as well as

the financial statements of the Bank and the Bank's Capital Group for the year ended December 31, 2007, together with the opinion and report from the examination of the financial statements of the Bank and the Bank's Capital Group issued by KPMG Audyt sp. z o.o., an external auditor of the Bank – stating that the Management Board's report on the activity of the Bank in the financial year 2007 and the financial statements of the Bank and the Bank's Capital Group for the year ended December 31, 2007 were prepared in accordance with the books and documents as well as in accordance with the facts. At the same meeting a resolution on the appointment of an external auditor was taken.

During its fourth meeting, held on May 20, 2008, the Supervisory Board positively assessed also the Management Board's motion on the distribution of the 2007 net profit.

Taking into account the above, the Supervisory Board states that during the reporting period it performed the tasks incumbent upon it according to the provisions of law.

This report has been considered and approved by way of resolution during the meeting of the Supervisory Board on May 20, 2008, for the purpose of presentation to the Ordinary General Meeting of the Bank.

*Draft Resolution to Item 6, Sub-point 3) of the Agenda of the Ordinary General Shareholders Meeting held on 19 June 2008*

**Resolution of the  
Ordinary General Shareholders Meeting of  
the Bank Handlowy w Warszawie Spółka Akcyjna  
of 19 June 2008**

**on granting of approval of the performance by the members of the Bank's  
Management Board of their duties in 2007**

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the approval of the performance of duties in 2007 by the following members of the Management Board of the Bank Handlowy w Warszawie S.A.:

- 1) Lidia Jabłonowska-Luba,
- 2) Michał Mrożek,
- 3) Sławomir Sikora,
- 4) Edward Wess,
- 5) Sonia Wędrychowicz-Horbatowska,
- 6) Witold Zieliński.

*Draft Resolution to Item 6, Sub-point 4) of the Agenda of the Ordinary General Shareholders Meeting held on 19 June 2008*

**Resolution of the  
Ordinary General Shareholders Meeting  
of the Bank Handlowy w Warszawie Spółka Akcyjna  
of 19 June 2008**

**on granting of approval of the performance by the members of the Bank's  
Supervisory Board of their duties in 2007**

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the approval of the performance of duties in 2007 by the following members of the Supervisory Board of the Bank Handlowy w Warszawie S.A.:

- 1) Blaike Susan,
- 2) Collert Goran,
- 3) Chaudhuri Sanjeeb,
- 4) Gryszka Mirosław,
- 5) Hansen Sabine,
- 6) Hubbard Rupert,
- 7) Long Stephen,
- 8) Olechowski Andrzej,
- 9) Opolski Krzysztof,
- 10) Polk Aneta,
- 11) Apte Shirish,
- 12) Schlein Michael,
- 13) Smulski Wiesław,
- 14) Sołtysiński Stanisław.

*Draft Resolution to Item 6, Sub-point 5) of the Agenda of the Ordinary General Shareholders Meeting held on 19 June 2008*

**Resolution of the  
Ordinary General Shareholders Meeting  
of the Bank Handlowy w Warszawie Spółka Akcyjna  
of 19 June 2008**

**on distribution of the profit for 2007, payment of the dividend and fixing of the dividend day and the time for the payment of the dividend**

Pursuant to Art. 348 §3 of the Commercial Companies Code, in conjunction with Art. 395 §2, point 2 of the Commercial Companies Code and § 9, Item 1 point 2, Item 2 point 5 and § 30 Item 1 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting hereby resolves that:

- 1) the 2007 year profit in amount of PLN 808.168.455,25 shall be distributed in following manner:
  - a) dividend for shareholders: PLN 620.633.100,00, which equals an aggregate dividend per share in amount of PLN 4,75,
  - b) write-off for the reserve capital: PLN 187.535.355,25;
- 2) the dividend date shall be July 4, 2008 (the dividend day);
- 3) the time for the payment of the dividend shall be August 29, 2008 (the day for the payment of the dividend).

*Draft Resolution to Item 6, Sub-point 6) of the Agenda of the Ordinary General Shareholders Meeting held on 19 June 2008*

**Resolution of the  
Ordinary General Shareholders Meeting  
of the Bank Handlowy w Warszawie Spółka Akcyjna  
of 19 of June 2008**

**on consideration and approval of the Report of the Management Board from activity of the Capital Group of the Bank Handlowy w Warszawie S.A. in 2007 and consolidated financial statement of the Capital Group of the Bank Handlowy w Warszawie S.A. for year 2007**

Pursuant to Art. 395 § 5 of the Commercial Companies Code and Art. 55 Item 6 and Art. 53 Item 1 of the Accounting Law of 29<sup>th</sup> September 1994 (Journal of Laws No. 121 item 591, with subsequent changes), the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie S.A. - after considering report of the Management Board from activity of the Capital Group of the Bank Handlowy w Warszawie S.A. in year 2007 and consolidated financial statement of the Bank Handlowy w Warszawie S.A. for the period ending on December 31<sup>st</sup>, 2007, resolved to:

- 1) Approve the report of the Management Board from activity of the Capital Group of the Bank Handlowy w Warszawie S.A. in 2007;
- 2) Approve the consolidated financial statement of the Capital Group of the Bank Handlowy w Warszawie S.A. for the period ending on December 31<sup>st</sup>, 2007, consisting of:
  - a) Consolidated balance sheet prepared on December 31<sup>st</sup>, 2007, indicating assets and liabilities in amount of 38.907.983.890,82;
  - b) Consolidated profits and losses account for the year 2007 indicating net profit in amount of PLN 824.214.954,52;
  - c) Specification of changes in consolidated own equity for the year 2007 indicating the overall own equity in amount of PLN 5.603.085.049,18;
  - d) Consolidated cash flow report for the year 2007 indicating an increase in net cash funds in amount of PLN 2.425.160.824,12;
  - e) Notes to the statements together with the opinion and the report of the auditors.

*Draft Resolution to the Item 6,  
Sub-point 7) of the agenda of  
the Ordinary General  
Shareholders Meeting held on  
19 June 2008*

**Resolution of the  
Ordinary General Shareholders Meeting  
of the Bank Handlowy w Warszawie Spółka Akcyjna  
of 19 of June 2008**

**regarding transfer to the Bank's reserve capital of the amount, which was the part  
of retained earnings of year 2006 distributed to the Bank's Social Fund**

The Ordinary General Meeting of Shareholders, acting pursuant to § 9 section 2 point 6) of the Articles of Association of the Bank and art. 396 § 4 of the Commercial Companies Code, resolves to transfer to the reserve capital the amount of PLN 900,000.00, which was the part of retained earnings of 2006 distributed to the Bank's Social Fund.

*Draft Resolution to the Item 6,  
Sub-point 8) of the agenda of  
the Ordinary General  
Shareholders Meeting held on  
19 June 2008*

**Resolution of the  
Ordinary General Shareholders Meeting  
of the Bank Handlowy w Warszawie Spółka Akcyjna  
of 19 June 2008**

**on change in the Regulation of the General Meeting of Shareholders of the Bank.**

The Ordinary General Shareholders Meeting, acting pursuant to §13 section 4 of the Articles of Association of the Bank Handlowy w Warszawie S.A., resolves to change the Regulation of the General Meeting of Shareholders of the Bank, in the following manner:

§ 1

- 1) In § 3 section 1, § 6 section 1 and § 6 section 2 of the Regulation the term in Polish language Prezes “Rady Nadzorczej” shall be replaced by the term: “Przewodniczący Rady Nadzorczej”.
- 2) In § 6 section 1 and § 6 section 2 of the regulation the term in Polish language “Wiceprezes Rady Nadzorczej” shall be replaced by the term: “Wiceprzewodniczący Rady Nadzorczej”.
- 3) In § 8 section 4 of the Regulation, the term: “Best Practices in the Public Companies” shall be replaced by the term: “Code of Best Practice for WSE Listed Companies”.
- 4) In § 9 section 2 of the Regulation, the second sentence shall be worded as follows: “The list of attendance is prepared on the basis of the list of shareholders, as referred to in § 4 Section 1 and Section 2 of the Regulations.”.
- 5) The § 25 section 1 of the Regulation shall be removed in whole. The numbering of following sections shall be change accordingly.
- 6) In § 26 section 2 of the Regulation shall be worded as follows: “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 of the Supervisory Board.”.
- 7) In point 2 of the Instruction on conducting General Meetings of the Bank Handlowy w Warszawie S.A., the term “Best Practices in Public Companies drawn up by the Best Practices Committee (Komitet Dobrych Praktyk)” shall be replaced by the term: “Code of Best Practice for WSE Listed Companies” issued by the Supervisory Board of the Giełda Papierów Wartościowych w Warszawie S.A.”.

- 8) In point 2 of the Instruction on conducting General Meetings of the Bank Handlowy w Warszawie S.A., the term: "Best Practices in Public Companies shall be replaced by the term: "Code of Best Practice for WSE Listed Companies".

§ 2

The resolution shall come into force from the date of the next General Shareholders Meeting.

**Justification:**

Pursuant to art. 395 §1 of the Commercial Company Code the Ordinary General Shareholders Meeting for year 2007 should be held not later than by the end of June 2008.

The proposed agenda presented in **Point 6 sub-points from 1) to 6)** includes issues which should be subject of an ordinary general shareholders meeting after each financial year pursuant to art 395 § 2 of the Commercial Companies Code. Supervisory Board's report on its activity includes an evaluation of the internal control system and the significant risk management system and evaluation of its work.

The period recommended by the Bank between the dividend date (the Day D) and the dividend payment date (the Day W) is longer than the maximum period of 15 working days provided for in the Code of Best Practice for WSE Listed Companies (the Code), which came into force on 1 January 2008.

Detailed grounds for setting a longer period was fixed on the basis current organization of the process of dividends payment established in the "Detailed Rules of Operation of the National Depository for Securities" (the "Rules"), in order to ensure the correct reconciliation of tax due on revenue from dividends, the gap between the Day D (rights) and the Day W (payment) should be minimum two months.

The Bank (issuer), acting as a tax payer of corporate income tax due on dividends paid, receives from other participants, i.e. the National Depository for Securities and Brokerage Houses, information on shareholders and their rights to dividend as well as tax certificates for shareholders having their seats outside of Poland (in case of applying a preferential tax rate). In particular the process includes:

1. According to the Rules, the National Depository for Securities informs the issuer (the Bank) about the amount to be transferred to the account of the National Depository for Securities and provides the list of participants (Brokerage Houses), acting as agents in paying dividends to legal persons;
2. Participants (Brokerage Houses) provide the issuer (the Bank) with the list of the shareholders having the right to dividend and the information on the dividend

amount. All the above information is provided to the Bank in paper form only, by registered mail.

3. The Bank, acting as a payer of corporate income tax on gains from dividends, is responsible for the correctness of tax reconciliation. Due to the above the Bank verifies and clarifies all the information provided to it. In particular, the right to a preferential tax rate (resulting from Double Tax Treaty) and tax relief are required to be verified. As the result of the verification process, the tax rate applied may be changed and the Brokerage Houses may be required to provide the corrected data (lack of the right to a preferential tax rate or tax relief).
4. All information in the process, either from the National Depository for Securities or Brokerage Houses, is provided in paper form only. Due to the above, reconciliation of the dividend by the Bank requires verification of documents in paper form and input of the data to the dedicated system.
5. Due to the above, in order to enable the Bank, acting as the payer, to ensure the correct reconciliation of tax due on revenue from dividends, the recommended gap between the Day D and the Day W should be two months.

**Point 6 sub-point 7)** of the agenda concerns transfer to the reserve capital the amount of PLN 900,000.00, which was the part of retained earnings of 2006 distributed to the Bank's Social Fund. In accordance with International Financial Reporting Standards adopted by the Bank, the deductions resulted from the programs paid out of the profit and bonuses systems are not treated as distribution of net profit but are recognized directly in expenses. In consequence, despite the resolution of the Bank's Ordinary General Meeting to distribute part of net profit to the Bank's Social Fund, the amounts, which are subject to these resolutions, are still disclosed in Bank's own equity as retained earnings. Therefore it is recommend distributing these amounts to the reserve capital during the forthcoming Bank's Ordinary General Meeting. This will allow distributing the whole amount of Bank's retained earnings.

**Point 6 sub-point 8)** of the agenda includes change to the Regulation of the General Meeting of Shareholders of the Bank to adopt last modifications of the Articles of Association of the Bank and other technical minor changes. The subject of the adjustment change is to decide that members of the Supervisory Board are appointed for individual terms of office.