

**REPORT ON ACTIVITIES
OF THE CAPITAL GROUP OF BANK
HANDLOWY W WARSZAWIE SA
IN THE FIRST HALF OF 2005**

OCTOBER 2005

TABLE OF CONTENTS

I.	THE POLISH ECONOMY IN THE FIRST HALF OF 2005	3
1.	MAIN MACROECONOMIC TRENDS	3
2.	MONEY MARKETS AND FX MARKETS	4
3.	CAPITAL MARKET	4
4.	BANKING SECTOR	6
II.	ORGANIZATIONAL STRUCTURE OF THE GROUP OF ENTITIES RELATED TO THE CAPITAL GROUP OF BANK HANDLOWY W WARSZAWIE SA	7
III.	ORGANIZATIONAL STRUCTURE OF THE CAPITAL GROUP OF BANK HANDLOWY W WARSZAWIE S.A.	9
1.	CHANGES IN THE STRUCTURE OF THE CAPITAL GROUP OF BANK HANDLOWY W WARSZAWIE SA	10
2.	CHANGES IN THE STRUCTURE OF OTHER RELATED ENTITIES OF THE BANK	ERROR!
	BOOKMARK NOT DEFINED.	
3.	CHANGES IN COMPANIES CONSOLIDATION/ VALUATION	10
	*INCLUDING INDIRECT INTERESTS HELD THROUGH OTHER SUBORDINATED ENTITIES.	10
IV.	SELECTED BALANCE SHEET DATA AND FINANCIAL RESULTS OF THE CAPITAL GROUP OF BANK HANDLOWY W WARSZAWIE SA	11
1.	SYNTHETIC FINANCIAL DATA OF GROUP	11
2.	FINANCIAL RESULTS OF THE GROUP IN THE FIRST HALF OF 2005	11
V.	ACTIVITIES OF THE CAPITAL GROUP OF BANK HANDLOWY W WARSZAWIE SA IN THE FIRST HALF OF 2005	18
1.	BANK HANDLOWY W WARSZAWIE S.A.	18
2.	BROKERAGE	35
3.	LEASING	36
4.	ASSET MANAGEMENT	37
5.	INVESTMENT FUNDS MANAGEMENT	38
6.	SPECIAL PURPOSE INVESTMENT COMPANIES	39
VI.	MAJOR RISK FACTORS RELATING TO THE OPERATIONS OF THE CAPITAL GROUP OF BANK HANDLOWY W WARSZAWIE SA	39
1.	MAJOR RISK FACTORS AND THREATS RELATED TO THE CAPITAL GROUP OF BANK HANDLOWY'S ENVIRONMENT	39
VII.	PROSPECTS FOR THE GROUP'S DEVELOPMENT	40
1.	STRATEGIC INVESTMENT PORTFOLIO	40
2.	RESTRUCTURING PORTFOLIO	41
3.	CO-OPERATION WITH OTHER CITIGROUP MEMBERS OPERATING IN POLAND	41

I. The Polish economy in the first half of 2005

1. Main macroeconomic trends

After the significant acceleration of the pace of economic growth in 2004, the first half of 2005 saw a clear slowdown of economic activity. The scale of the economic slump in the first quarter of 2005 proved to be higher than initially expected and the rate of growth of Gross Domestic Product (GDP) fell to 2.1% in the first quarter of 2005, from 4.0% year-on-year in the fourth quarter of 2004.

Export still remained the main driver of growth in the economy in the first quarter of 2005 and despite the disadvantageous conditions in the financial market (PLN continued its appreciative trend in January and February), its contribution to GDP increased to 0.9% in the second quarter versus 0.7% in the first quarter of 2005.

On the other hand, the investment growth rate proved to be disappointing, as it was only 1.0% year-on-year in the first quarter of 2005, as compared with the increase by 7.4% in the last 3 months of 2004. After elimination of seasonal fluctuations, gross expenditure on fixed assets fell by 0.4% and this has been the first fall since the beginning of 2003.

A slowdown was noted also in the case of consumption demand which was lower than in the fourth quarter, and attained only 1.7% year-on-year. Nevertheless, taking into account the effect of the high reference base associated with consumption demand acceleration before Poland's accession to the UE, this result may be considered relatively good.

Economic growth contributed to a gradual increase in the demand for labor. In June 2005 average employment in the enterprise sector increased by 0.3% month-on-month and was 1.6% higher than one year earlier. At the same time, a reduction in the registered unemployment rate to 18.1% in June 2005 from 19% in December 2004 was noted. The increase in employment was associated with a slight improvement in wages. Within 6 months of 2005, wages in the enterprise sector nominally increased by 2.6%, although they dropped by 0.3% in real terms.

The strong appreciation of zloty, the slight improvement on the labor market and the low level of internal demand contributed to the dampening of inflationary pressure. In June 2005, the annual inflation rate dropped below the lower inflation target, to the level of 1.4% year-on-year, from 4.4% year-on-year in December 2004.

In addition the low level of the Producer Price Index (PPI) confirms the lack of price pressure. As compared with the previous year, the prices of industrial output were lower by 0.5% in the first half of 2005. Thus, PPI deflation on an annual basis was noted for the first time since December 2001. Similarly as in the case of the Consumer Price Index (CPI), the effect of the high reference basis contributed to the drop in the annual PPI, resulting for example from high crude oil price rises in the corresponding period of 2004. We expect that the producer price growth rate will be maintained at a low level in the nearest months, and it will be slightly accelerated in the fourth quarter of 2005, after the high base effect expires.

Despite the economic slowdown, the State Budget remains under control. After the first half of 2005, the budget deficit amounting to PLN 18.5 billion attained 52.9% of the annual plan. As a result, the progress of budgeted execution was lower than planned by the Ministry of Finance at the beginning of 2005 – in accordance with this schedule, the deficit should attain 62.8% of the annual plan after the first six months. A marked growth tendency of corporate income taxes was maintained, which was partially due to the relatively good financial standing of the Polish enterprises. The net income in the first half of 2005 amounted to 49.5% of the plan (against 48.4% in the corresponding period of 2004), while the expenditure was covered in 50% (47.2% of that in the preceding year).

2. Money markets and FX markets

In the first half of 2005, the Monetary Policy Committee (MPC) lowered interest rates on three counts, each time by 50 basis points. The stance in monetary policy was also changed three times. The first change from the restrictive to mild stance preceded the first reduction. At the second reduction, the stance was changed to neutral to cool down market expectations with respect to any further rate cuts. At its June meeting, MPC returned to its mild stance to give a signal that further loosening of the monetary policy was possible in the situation of dropping inflation.

The reason for such a significant lowering in money costs by the central bank was a very low GDP growth in the first quarter of 2005 and the disappointing economic results in the second quarter of 2005 (in particular, weaker industrial production and retail sales as well as the low growth of wages). The capacity for interest rate reduction was ensured also by the decreasing inflation which attained the level equal to the NBP target in June 2005.

In the bond market, the first half of 2005 was marked by decreasing rates of return. The lower-than-expected economic growth rate and lowering inflation raised investors hopes for aggressive cuts of interest rates. The market was also supported for a long time by the situation in base markets. Real euphoria took place before the last MPC meeting which was manifested by the growth in prices of domestic securities to historically high levels. Also the June statements of the MPC members who declared their readiness to reduce further credit costs in the situation of the lack of signs of any clear economic revival were not without importance. The forecasts indicating the drop in inflation to the level of 1.5% in the second half of 2005 made this scenario more credible and gave an impulse for further purchasing.

In January and February 2005, the zloty continued its appreciating trend initiated in the previous year. Nevertheless, publications of the opinion polls indicating the defeat of the European Constitution in the French referendum as well as the lack of possibility of widening the Eurozone by new Member States if the Treaty is rejected caused an increase in concerns about the future of the European Union. As a result, a wave of zloty disposal started in mid-March 2005, which lasted to the beginning of May when European Commission representatives managed to calm down the market by ensuring that the work on the development of the European Constitution would not be discontinued even when the referendum in France was unsuccessful. Over that time, the zloty lost over 11% against euro and almost 15% against dollar, which due to the same grounds appreciated against euro. May and June were once again zloty's months, as the currency managed to appreciate by 7% with respect to euro, supported by the inflow of foreign capital to the domestic debt market. Nevertheless, the zloty still lost with respect to the dollar, which was associated with the global strengthening of the dollar.

3. Capital market

In the first half of 2005, the indices of the stock market of the Warsaw stock exchange continued their growth. The main stock exchange index, WIG, amounted to 28,332 points at the end of June 2005, representing the growth of 6.4%. The index of the largest and most liquid companies, WIG20, increased in the first half of the 2005 by 4.4%.

The base market index, WIG, having attained the record value on 25 February 2005 at a level of 28,547, then entered a phase of correction for 2,5-months, which carried down WIG to the level of 25,617 points. From mid-May 2005, another growth phase commenced, which brought the main market index WIG to new historic peak heights.

One of the more important events in the equity market in the first half of 2005 was the June debut of the Lotos Group on the Warsaw stock exchange. At the end of 2004, the number of listed companies stood at 230, and increased in the first half of 2005 by 14. Total market capitalization

(taking into account foreign entities) increased from PLN 291.7 billion as of the end of 2004, to PLN 337.6 billion at the end of June 2005, and the market capitalization growth by 15.7% results mainly from debuts of new companies on the stock exchange.

Table 1. Stock market indices as of the end of the period, 2004 – first half of 2005

Index	30-June-05	31-Dec-04	Change on year beginning (%)
WIG	28,332	26,636	6.37
WIG-PL	27,983	26,540	5.43
WIG20	2,047	1,961	4.42
MIDWIG	1,769	1,730	2.25
TECHWIG	625	666	-6.13
WIRR	4,367	4,739	-7.84
NFI	93	98	-5.36
Sector sub-indices			
Banking	38,334	35,454	8.12
Construction	21,574	19,015	13.46
IT	10,365	12,997	-20.25
Media	30,601	NA	NA
Foodstuffs	23,079	23,762	-2.87
Telecommunications	10,613	10,243	3.61

Source: WGPW, Dom Maklerski Banku Handlowego SA

Increased index levels were positively correlated with the activity of investors in the equity market. Turnover on the equity market increased by 47% from PLN 50.3 billion in the first half of 2004 to PLN 74.0 billion in the first half of 2005, continuing its growth trend established in 2003.

The turnover value in the bond market dropped by 15.7% to PLN 2.29 billion as of the end of June 2005 as compared with PLN 2.72 billion in the first half of 2004. In the second quarter of 2005, the value of bond turnover amounted to PLN 1.2 billion and was higher by 5.1% than in the first quarter of 2005.

Index growth and the continuing bullish equity market had a positive impact on investors' activity in the market of futures contracts. In the first half of 2005, investors' activity in the market of futures contracts was higher by 6.8% than in the corresponding period of 2004. The number of concluded futures transactions increased from 4.14 million to 4.42 million.

Meanwhile, the market of options developed very dynamically. The number of option transactions in the first half of 2005 was more than twofold higher than in the corresponding period of 2004. After two quarters of 2005, option transaction turnover volume amounted to 140,500, whereas in the first half of 2004 the number of transactions stood at 66,500.

Table 2. Equity and bond turnover, and derivative transaction volumes on WSE as of the end of the period, first half of 2004 - first half of 2005

	1st half of 2004	1st half of 2005	Change 1st half of 05/1st half of 04 (%)
Equity (PLN million)	50,328	73,969	46.97
Bonds (PLN million)	2,717	2,289	-15.73
Futures (volume)	4,139,922	4,421,766	6.81
Options (volume)	66,532	140,502	111.18
Number of brokers	21	26	23.81

Source: WGPW, Dom Maklerski Banku Handlowego S.A.

4. Banking sector

The banking sector's net financial result for the first half of 2005 was PLN 4.36 billion and was by 17% higher than in the first half of 2004. The growth in the profitability of the sector resulted above all from the increase in the result on banking activity, which in the first half of 2005 was higher by more than PLN 0.4 billion as compared with the corresponding period of 2004 and the decrease in costs of banking activity by PLN 0.3 billion. In the first quarter of 2005, a reduction in net charges to provisions and negative revaluation in the revaluation reserve by PLN 0.3 billion as compared with the corresponding period of 2004 was also noted.

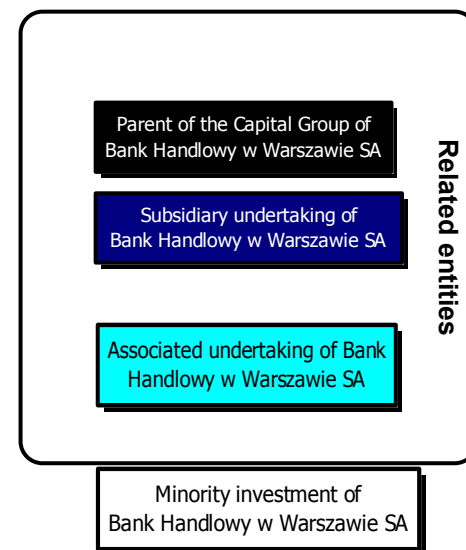
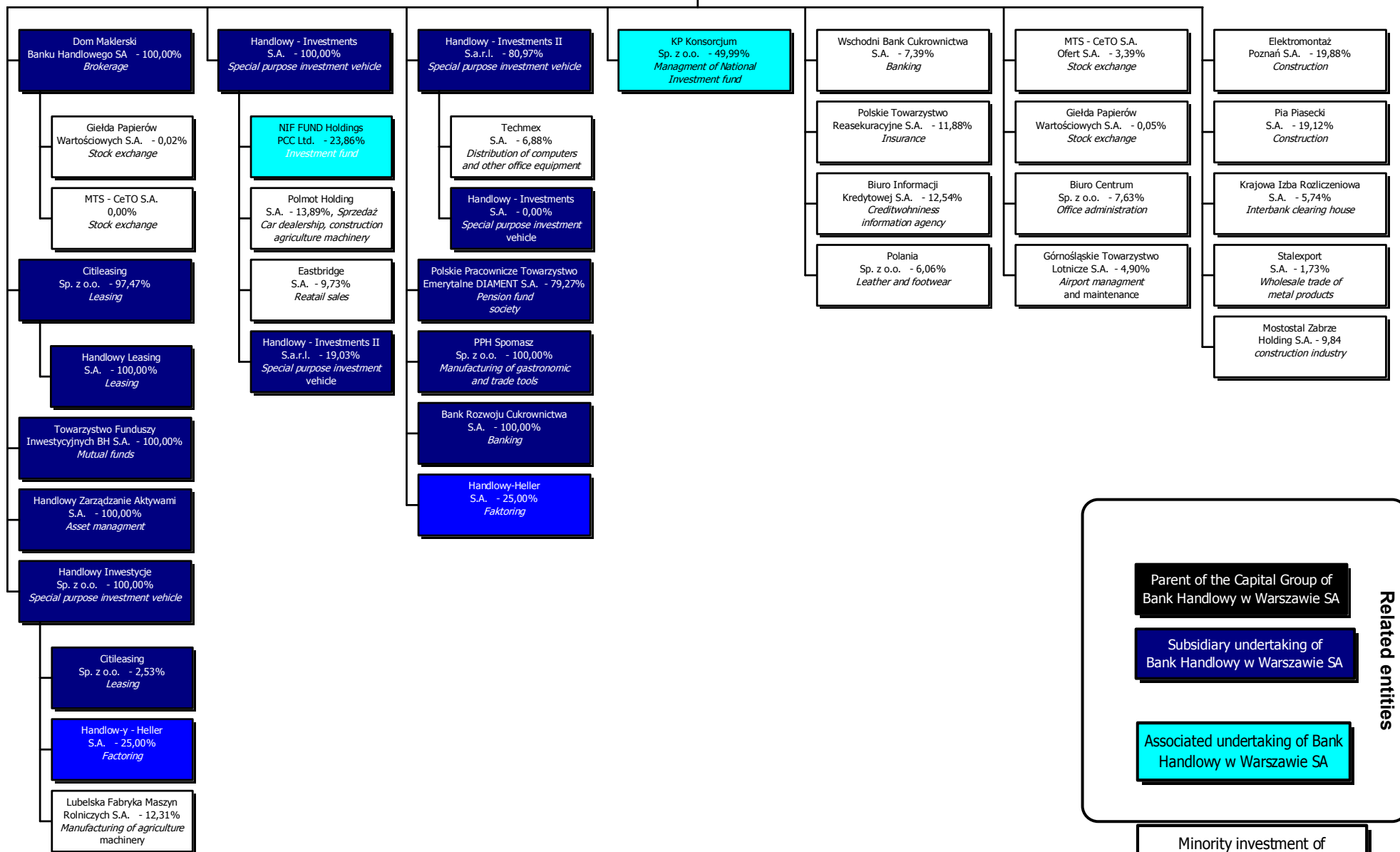
The growth in the sector's result on banking activity in the first half of 2005 was attributable to an increase in income on shareholdings, other securities and other financial instruments with variable income, the result on financial operations, and the result on foreign exchange operations. On the other hand fees and commissions dropped significantly as compared with the first half of 2004. In the first half of 2005, the percentage growth in interest income was more than twice higher than the percentage growth in interest income in the corresponding period of 2004. In nominal values, interest income increased slightly more than interest expense, due to which net interest income remained practically at the same level as the first half of 2004.

In the first half of 2005, the growth of loans to individual customers amounted to around 20% year-on-year. The downward trend of individual customers' deposits was reversed (growth by 3% year-on-year). This was mainly due to the increasing competition for deposits. As of the end of the first half of 2005, The portfolio of loans offered to economic entities increased as compared with the end of the first half of 2004 by ca. 1%. Meanwhile, the situation in the market for corporate deposits improved significantly and was reflected by an increase by 15% in the corresponding period.

II. Organizational structure of the group of entities related to the Capital Group of Bank Handlowy w Warszawie SA

The organizational structure of the equity portfolio held by Bank Handlowy w Warszawie SA (“the Bank”), according to the percentage of share capital owned as at 30 June 2005, is presented below:

Bank Handlowy w Warszawie SA



III. Organizational structure of the Capital Group of Bank Handlowy w Warszawie S.A.

The Capital Group of Bank Handlowy w Warszawie SA ("Group") consists of the **parent company** and **subsidiaries**:

ENTITIES OF THE CAPITAL GROUP OF BANK HANDLOWY W WARSZAWIE SA CONSOLIDATED BY FULL METHOD

Entity	Objects	Capital relationship	% of authorised capital owned	Accounting method	Own equity (PLN thousand)
Bank Handlowy w Warszawie SA	banking	parent company	-	-	4 930 680*
Dom Maklerski Banku Handlowego S.A.	brokerage	subsidiary	100.00%	full consolidation	90 292
Handlowy Leasing S.A.	leasing	subsidiary	100.00%**	full consolidation	10 893
Citileasing Sp. z o.o.	leasing	subsidiary	100.00%**	full consolidation	171 140
Handlowy Zarządzanie Aktywami S.A.	brokerage	subsidiary	100.00%	full consolidation	4 643
Towarzystwo Funduszy Inwestycyjnych Banku Handlowego S.A.	investments	subsidiary	100.00%	full consolidation	28 725

* The equity of Bank Handlowy w Warszawie SA according to its individual financial statements for first half of 2005.

** Taking into account indirect shareholdings.

ENTITIES OF THE CAPITAL GROUP OF BANK HANDLOWY W WARSZAWIE SA NOT UNDER THE CONSOLIDATION

Entity	Objects	Capital relationship	% of authorised capital owned	Accounting method	Own equity (PLN thousand)
Handlowy Inwestycje Sp. z o.o.	investments	subsidiary	100.00%	equity valuation	10 040
Handlowy Investments S.A.	investments	subsidiary	100.00%	equity valuation	(68 363)
Handlowy Investments II S.a.r.l.	investments	subsidiary	100.00%**	equity valuation	10 623
Bank Rozwoju Cukrownictwa S.A.	banking	subsidiary	100.00%	equity valuation	41 559
Polskie Pracownicze Towarzystwo Emerytalne DIAMENT S.A. in liquidation	insurance	subsidiary	79.27%	equity valuation	Company under liquidation
PPH Spomasz Sp. z o.o. in liquidation	manufacturing of trade and food production equipment	subsidiary	100.00%	accounted at cost net of provisions for any permanent diminution in value	Company under liquidation

** Taking into account indirect shareholdings.

1. Changes in the structure of the Capital Group of Bank Handlowy w Warszawie SA

In the first half of 2005, the Group continued its earlier strategy of capital investments aimed at achieving the targeted Group structure while optimising the financial outcome of capital transactions and minimising the underlying risks.

In the first half of 2005 the Group's structure changed due to the sale of 100% of the shares in the equity of Handlowy – Inwestycje II Sp. z o.o.

In the first half of 2005, the structure of **affiliates** changed as a result of the following transactions:

- sale of all of the shares held in the affiliate, Creditreform Pl. Sp. z o.o., representing a 49.03% stake in the equity and shareholders' votes of that entity,
- contribution 5.000.000,00 of shares in the affiliate Mostostal Zabrze Holding S.A. representing a 24,6% stake in the equity as contribution to Handlowy Inwestycje II sp. z o.o. As a result of the transaction, the Bank now holds a 9.84% stake in equity and shareholders' votes of that entity.

2. Changes in companies consolidation/ valuation

The Group increased the number of entities that are fully consolidated. Entities that are fully consolidated include the following entities: Citileasing Sp. z o.o., Handlowy – Leasing S.A., Handlowy Zarządzanie Aktywami S.A. i Towarzystwo Funduszy Inwestycyjnych Banku Handlowego S.A. These entities were consolidated under the equity method in the previous periods.

A list of affiliate entities valued in consolidated financial statement under the equity method is presented below.

Entity	Objects	Nature of capital links	Equity stake	Consolidation/ valuation method applied	Equity, (PLN thousand)
Handlowy-Heller S.A.	factoring	affiliate	50.00%*	equity method	28 239
KP Konsorcjum Sp. z o.o.	investment funds management	affiliate	49.99%	equity method	17 997

**Including indirect interests held through other subordinated entities.*

IV. Selected balance sheet data and financial results of the Capital Group of Bank Handlowy w Warszawie SA

1. Synthetic financial data of Group

PLN million	2004	The first half of 2005
Balance sheet total	34 079,6	35 270,7
Equity*	5 743,7	4 721,0
Loans**	9 842,6	10 378,9
Deposits**	18 731,9	17 855,4
Net profit	495,0	318,2

* Excluding net profit for the current period.

** Dues and payables from the non-financial and public sector.

2. Financial results of the Group in the first half of 2005

2.1 Profit and loss account

The net profit of the Bank in the first half of 2005 was PLN 318.2 million and was by PLN 52.2 million, i.e. 19.6 % higher than in the corresponding period of the previous year. The following were among the factors which primarily contributed to the increase in the net profit of the Bank: increase in operating income by PLN 145.3 million, i.e. 14.0%, mainly owing to the increase in net interest income. At the same time there was an increase in the Group's general expenses by PLN 57.0 million, i.e. 9.0%. A significant impact on the Group's net profit had an increase of profit on financial assets and liabilities held for trading that was PLN 39.2 million, i.e. 142,9% higher.

Selected Profit and Loss Account items

In PLN thousand	First six months		Change	
	2005	2004	in PLN thousand	%
Net interest income	534 169	493 205	40 964	8,3%
Net fee and commission income	303 538	295 065	8 473	2,9%
Profit on financial assets and liabilities held for trading	11 757	(27 396)	39 153	142,9%
Realized profit on financial assets and liabilities other than valued at fair value	102 861	21	102 840	489 714,3%
Foreign exchange profit	204 817	233 797	(28 980)	(12,4%)
Operating income	1 185 851	1 040 565	145 286	14,0%
General expenses	(693 281)	(636 281)	(57 000)	(9,0%)
Net impairment losses	17 028	1 276	15 752	1 234,5%
Operating income	403 834	321 567	82 267	25,6%
Share in profits / (losses) of undertakings accounted for under the equity method	(2 484)	6 899	(9 383)	(136,0%)
Profit before tax	401 350	328 466	72 884	22,2%
Corporate income tax	(83 101)	(62 372)	(20 729)	(33,2%)
Net profit	318 249	266 094	52 155	19,6%

2.1.1 Operating income

The following factors contributed in particular to the growth in operating income by PLN 145.3 million, i.e. 14.0%, as compared with the corresponding period of the previous year:

- increase in net interest income by PLN 41.0 million (8.3%), mainly as a result of obtaining a good net interest income on term deposits in the interbank market,
- increase in realized profit on financial assets and liabilities other than valued at fair value due to the higher gain on debt securities in the trading portfolio – Treasury bonds by PLN 102.9 million as compared with PLN 21 million in the corresponding period of the previous year,
- increase of profit on financial assets and liabilities held for trading by PLN 39,2 million, i.e. 142,9% due to income on debt instruments and connected with them derivatives.
- decrease in net profit on foreign exchange by over PLN 29.0 million (12.4%) mainly as a result of losses on currency derivative instruments.

2.1.2 Expenses

EXPENSES

in PLN thousand	First six months		Change	
	2005	2004	in PLN thousand	%
Salaries	266 595	231 052	35 543	15,4%
Social security and other benefits	84 190	85 752	(1 562)	(1,8%)
Total personnel expenses	350 785	316 804	33 981	10,7%
Administrative expenses	336 126	311 284	24 842	8,0%
Taxes and fees	4 519	4 217	302	7,2%
Contributions and payments to the Bank Guarantee Fund	1 851	3 976	(2 125)	(53,5%)
Total general expenses	693 281	636 281	57 000	9,0%
Depreciation	69 990	72 684	(2 694)	(3,7%)
Total expenses	763 271	708 965	54 306	7,7%

In the first half of 2005, the Group continued to pursue restructuring activities with the aim to improve the institution's efficiency and increase its profitability by lowering the costs of operation. Nevertheless, in the first half of 2005, the costs of operation of the Group and general expenses as compared with the corresponding period of the previous year increased by more than 9%. The increase in expenses resulted mainly from an increase in the provisions for future pension benefit expenses and benefits for the years of service, higher salaries expenses associated mainly with the increase in employment in the consumer banking segment and advertising and marketing as well as advisory service expenses, which are higher in 2005. Another important factor affecting the level of expenses was the opening of 13 new branches of CitiFinancial.

In July 2005, the Group announced an employment restructuring plan. More information on the conditions of layoffs is presented in the section discussing the events after the balance sheet date in the part concerning the Group's Financial Statements.

2.1.3 Provisioning charges and financial assets revaluation

Specific provisions

in PLN thousand	First six months
	2005
Specific provisions for incurred but not reported (IBNR) losses	16 629
Specific provisions for off-balance sheet receivables and liabilities	4 721
accounted for individually	100 673
accounted for portfolio	(95 952)
Impairment of financial assets available for sale	-
Other	(4 322)
Net impairment losses	17 028

As a result of the implementation of the International Accounting Standards (IAS) by the Group, the rules of calculation of impairment write-downs were changed. Because this change was introduced prospectively in accordance with IFRS 1.36 A, the Group did not present any data comparable with the corresponding period of the previous year. As of 1 January 2005, the opening balance was restated, taking into account the new methodology of creation of provisions and the difference between the provisions calculated in accordance with Polish Accounting Standards as of the end of 2004, together with the general reserve and total interest in suspense, and the provisions consistent with IAS and was recognized under equity as “profit for previous years”.

The impact of the provision for incurred but not reported losses and provisions accounted for collectively and individually, amounted to a net credit of PLN 20 million which confirms the stabilization of loan portfolio.

2.2 Balance Sheet

As of 30 June 2005, the Group’s balance sheet total amounted to PLN 35,270.7 million and was higher by 3.5% than at the end of 2004.

Selected balance sheet items

In PLN thousand	As of		Change	
	30/06/2005	31/12/2004	in PLN thousand	%
Cash, operations with the Central Bank	814 452	841 114	(26 662)	(3,2%)
Financial assets held for trading	7 212 949	5 317 395	1 895 554	35,6%
Financial assets available for sale	5 112 453	6 091 194	(978 741)	(16,1%)
Equity investments	27 758	28 087	(329)	(1,2%)
Equity investments accounted for under the equity method	79 546	86 674	(7 128)	(8,2%)

Loans and other receivables	19 589 721	18 972 259	617 462	3,3%
including from the non-financial sector	10 378 948	9 842 595	536 353	5,4%
Total assets	35 270 721	34 079 606	1 191 115	3,5%
Financial liabilities held for trading	4 368 480	4 194 290	174 190	4,2%
including derivative instruments	4 368 480	3 926 173	442 307	11,3%
Financial liabilities accounted for at depreciated cost	22 833 652	22 123 050	710 602	3,2%
including deposits	21 307 025	20 245 918	1 061 107	5,2%
Financial liabilities from transfer of financial assets	552 792	-	552 792	-
Total liabilities	30 231 440	27 840 915	2 390 525	8,6%

2.2.1 Assets

Despite a substantial decline in the loan portfolio as a result of the prudent lending policy pursued by the Group, it still remains the largest component of the Group's assets. In the first half of 2005, the increase of loan receivables from the non-financial sector by PLN 536.4 million (i.e. 5.4%) is related to prospective introduction of changes to accounting for "Cash Pooling" accounts, in accordance with International Accounting Standards. The description of this product and its balance sheet treatment are presented in Note 32 of the Group's Financial Statements. Taking into account the value of net balances amounting to PLN 751.2 million as of 31 December 2004, net credit exposure to non-financial entities decreased by PLN 214.8. million in comparison to the end of 2004.

Receivables due from the financial sector (including banks) were maintained at a level similar to 31 December 2004, and amounted to PLN 8,953.9 million (growth by 7.1%) as of 30 June 2005.

The debt securities portfolio remains the second largest item of assets. Its very high level (mainly with respect to the Treasury bond portfolio) is due to the efforts to leverage the positive trends in the market of these instruments and by the necessity to invest some of the equity released in the previous years from the reduced loan portfolio.

Debt securities portfolio

in PLN thousand	As of		Change	
	30/06/2005	31/12/2004	in PLN thousand	%
Treasury bonds	5 364 770	6 263 335	(898 565)	(14,3%)
NBP bonds	378 474	384 287	(5 813)	(1,5%)
Treasury bills	74 013	303 770	(229 757)	(75,6%)
Certificates of deposit and bonds issued by banks	120 080	160 727	(40 647)	(25,3%)
Issued by other financial institutions	598	-	598	100,0%
Issued by non-financial sector	149 750	191 165	(41 415)	(21,7%)
NBP money market bills	1 902 250	-	1 902 250	100,0%
TOTAL	7 989 935	7 303 284	686 651	9,4%

2.2.2 *Liabilities and equity*

The first six months of 2005 did not bring any significant changes in the structure of liabilities and equity of the Group in 2004, which to a large extent resulted from the stability of the deposit base.

The main source of financing the Group's assets continued to be from liabilities due to the non-financial sector. In comparison with the end of 2004, this item fell by PLN 528.1 million (i.e. 3.1%), nevertheless this reduction was partly offset by the increase in liabilities due to the financial sector, by PLN 1,589.4 million, i.e. by almost 47.7%.

Liabilities due to banks, which represent the majority of liabilities due to the financial sector, increased in the period from PLN 1,570.3 million to PLN 2,832.9 million, i.e. by PLN 1,262.6 million (i.e. 80.4%). In the course of the first six months of 2005, these liabilities were maintained at a lower level than receivables due from banks, which indicated the existence of excess liquidity in the Bank.

An important item on both sides of the Bank's balance sheet is the significant share of unrealized profits/losses on derivative operations which reflects the scale of off-balance sheet purchase/sale operations carried out by the Bank. The balance sheet valuation of these instruments is presented in "Financial assets/liabilities in the trading portfolio".

A new item of the Balance Sheet is financial liabilities from transfer of financial assets which amounted to PLN 552.8 million as of the end of June 2005. Until International Accounting Standards were introduced, this item was offset in total by the receivables from the entities in the same group as the entities from which the Bank had the liability. Currently, these items are presented in the Balance Sheet on a gross basis, consistent with the new standards. (see the Note 32 of the Bank's Financial Statements).

2.3 *Equity and capital adequacy*

As compared with 2004, the equity of the Bank decreased by PLN 1,022.7 million (i.e. by 17.8%). This was mainly a result of:

- Dividend payable of PLN 1,149.8 from the profit of previous years transferred from capital surplus and reserve capital, pursuant to the Resolution No. 8 of the Ordinary Meeting of Shareholders of the Bank of 21 June 2005. The remaining part of the dividend payable, of PLN 414.2 million, originating from profit for 2004, has not been taken into account in the calculation of the Group's own equity
- Implementation of International Financial Reporting Standards mainly with respect to the calculation of revaluation write-downs. The increase in equity by PLN 61.7 million resulted from the difference arising from the change in the accounting standards,
- Increase in the revaluation fund by PLN 11.9 million, caused by an increase in the value of revaluation of debt securities available-for-sale.

EQUITY

in PLN thousand	As of		Change	
	30/06/2005	31/12/2004	in PLN thousand	%
Authorized capital	522 638	522 638	-	0,0%
Capital surplus	3 004 137	3 077 176	(73 039)	(2,4%)
Reserve capital	726 876	1 741 460	(1 014 584)	(58,3%)
Revaluation capital	31 572	19 651	11 921	60,7%
General risk fund	390 000	390 000	-	0,0%
Profit (loss) from previous years	45 809	(7 197)	53 006	736,5%
Total equity	4 721 032	5 743 728	(1 022 696)	(17,8%)
Core capital	4 643 651	5 731 274	(1 087 623)	(19,0%)
Supplementary capital	31 572	19 651	11 921	60,7%
Profit (loss) from previous years	45 809	(7 197)	53 006	736,5%

The level of capital was sufficient to guarantee financial security to the institution and the deposits it accepts.

As of 30 June 2005, the capital adequacy ratio was 13.87% and was by 6.22 percentage points lower than at the end of 2004. The decrease in the ratio was mainly due to:

- reduction in the Group 's equity by PLN 1,054 million
- increase in the capital requirement resulting from the excess of the exposure concentration limit and limit of high exposures by almost PLN 141,8 million (the increase concerned the entities of Citigroup).

CAPITAL ADEQUACY RATIO

Stan as of, in PLN thousand	30/06/2005	31/12/2004
Balance sheet value of capital funds	4 721 032	5 743 728
- goodwill	1 486 670	1 475 142
- other intangible fixed assets	1 248 521	1 243 645
- investments in subordinated entities	79 205	66 121
- financial assets revaluation reserve fund	158 944	165 376
Eligible capital	3 234 362	4 268 586
 Risk-weighted off-balance sheet assets and contingent liabilities (bank portfolio)	 15 344 841	 15 048 681
 Total capital requirement, of which:	 1 865 726	 1 700 022
- capital requirement for credit risk	1 227 586	1 203 894
- capital requirement due to the excess of credit concentration limit	337 196	195 444
- total capital requirement for market risks	198 333	198 476
- other capital requirements	102 611	102 208

Capital Adequacy Ratio	13,87%	20,09%
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V. Activities of the Capital Group of Bank Handlowy w Warszawie SA in the first half of 2005

1. Bank Handlowy w Warszawie SA – parent company

1.1 Lending and other risk exposures

1.1.1 Lending

The Bank's lending policy is based on active portfolio management and precisely specified target markets, designed to facilitate exposure and credit risk analysis within the framework of a given industry of the customer. In addition, individual borrowers are continuously monitored so that signs of deterioration in creditworthiness can be detected promptly and appropriate corrective steps can be taken. Active credit policy has resulted in significant reduction of credit exposure to customers and industries which recently faced financial difficulties (e.g. shipyard, building and heavy industries).

Lending to non-bank customers (gross)*

in PLN thousand	As of		Change	
	30/06/2005	31/12/2004	in PLN thousand	%
Loans in PLN	10 258 102	9 606 292	651 810	6,8%
Loans in foreign currency	2 417 847	2 164 590	253 257	11,7%
Total	12 675 949	11 770 882	905 067	7,7%
Loans to non-financial sector	11 458 324	10 652 846	805 478	7,6%
Loans to financial sector	1 217 559	1 116 759	100 800	9,0%
Loans to public sector	66	1 277	(1 211)	(94,8%)
Total	12 675 949	11 770 882	905 067	7,7%
Non-financial corporates	9 165 960	8 697 683	468 277	5,4%
Non-bank financial entities	1 217 559	1 116 759	100 800	9,0%
Individuals	2 280 537	1 946 151	334 386	17,2%
Other non-financial entities	11 827	9 013	2 814	31,2%
Public entities	66	1 276	(1 210)	(94,8%)
Total	12 675 949	11 770 882	905 067	7,7%
Other receivables	6 486	3 506	2 980	85,0%

Total	12 682 435	11 774 388	908 047	7,7%
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*) Excluding accrued interest

As of 30 June 2005, the gross credit exposure to the non-financial sector amounted to PLN 12,675.9 million, representing an increase by 7.7% as compared with 31 December 2004. The largest part of the non-financial sector credit portfolio, which is loans to non-financial corporates (72.3%) showed in the first six months an increase by 5.4%, the main driver of which was the new accounting treatment of overdraft receivables in "Cash pooling" product (Additional Note 32 to Financial Report). As of the end of June 2005, loans to individuals grew in comparison with the end of 2004 by 17.2% and amounted to PLN 2.280.5 billion.

As of 30 June 2005, mainly due to depreciation of the zloty versus the dollar, the currency structure changed slightly as compared with the end of 2004. The share of foreign currency loans, which in December 2004 was 18%, increased to 19% in June 2005. It must be stressed that the Bank grants foreign currency loans to customers who have foreign currency cash flows or to those who, in the Bank's opinion, are able to predict or absorb the currency risk without significant deterioration of their financial position.

A substantial part of the Bank's credit exposure to non-bank financial institutions was attributable to the Bank's Capital Group entities. As of 30 June 2005, the largest credit exposure amounting to PLN 461.5 million, was the funding granted to the Bank's subsidiary, Handlowy-Leasing S.A. Lending to the Bank's subsidiaries is granted on an arm's length basis.

The Bank monitors the concentration of its exposure on a regular basis, seeking to avoid a situation where the portfolio is dependent on a limited group of customers. As of the end of June 2005, as a result of reduction in the Bank's equity, the Bank's portfolio of exposure to non-bank entities included an exposure exceeding the exposure concentration limits laid down by the law.

Exposure concentration – non-bank customers

in PLN thousand	Total exposure	Balance sheet exposure *	Off-balance sheet exposure
Customer 1	459 979	248 889	211 090
Customer 2	411 989	258 097	153 892
Customer 3	400 000	400 000	0
Customer 4	274 801	128 619	146 182
Customer 5	261 352	228 217	33 135
Customer 6	229 510	25	229 485
Customer 7	220 688	130 957	89 731
Customer 8	199 562	156 057	43 505
Customer 9	185 504	70 877	114 627
Customer 10	181 249	69 453	111 796
Total 10	2 824 634	1 691 191	1 133 443

*) Does not include exposures due to held shares and other securities. Principal amounts for individual entities, excluding exposures to entities related to a given customer.

1.1.2 Quality of loan portfolio

Pursuant to the Resolution of the Extraordinary Meeting of the Bank's Shareholders, with the effect from 1 January 2005, the Bank presents its stand alone consolidated financial statements in accordance with International Accounting Standards (IAS), International Financial Reporting

Standards (IFRS), and related interpretations issued in the form of Regulations of the European Commission. The change in the standards, mainly the adoption of IAS 39, resulted in a new method of classification of the amounts due to the Bank and calculation of provisions for the risk related to crediting operations.

Currently, all receivables of the Bank are attributed to two portfolios depending on the existing risk of impairment of the receivables: the portfolio of receivables not at risk of impairment and the portfolio of receivables at risk of impairment. Depending on the materiality of the receivables, the portfolio at risk of impairment is then divided into receivables accounted for individually or collectively.

As of the end of June 2005, the share of loans at risk of impairment was 21.8% of the total portfolio and was lower as compared with the restated opening balance as of 1 January 2005 by 0.3%. The fall involved the customer portfolio accounted for individually and was related to the repayment of receivables in this customer group. The portfolio of customers accounted for collectively increased by 13.6% in the first half of 2005, explained by the reclassification of customers from the portfolio of receivables at risk of impairment.

Loans to non-financial sector (gross) by the quality of exposure

w tys. zł	As of			
	30/06/2005		31/12/2004	
	Thousand PLN	Share in %	Thousand PLN	Share in %
Loans to non-banking sector (gross)				
Not at risk of impairment	10 544 892	78,2%	9 572 611	76,6%
At risk of impairment	2 941 698	21,8%	2 931 784	23,4%
accounted for individually	2 203 253	16,3%	2 281 926	18,2%
accounted for collectively (portfolio method)	738 445	5,5%	649 858	5,2%
Total non-banking sector (gross)	13 486 590	100,0%	12 504 395	100,0%

Currently, provisions for receivables reflect the actual impairment of the portfolio, taking into account the discounted forecast of cash flows associated with the repayment of receivables. Moreover, the provisions are estimated for each receivable irrespective of their portfolio attribution and for probable but as yet unidentified losses.

As of 30 June 2005, the impairment of the portfolio was PLN 1,915.8 million, PLN 68.6 million of which was attributable to receivables not at risk of impairment. In the first half of 2005, the provisions increased by 0.1% with the concurrent increase in exposure, including accrued interest, by 2.1%.

The increase in provisions was mainly related to the portfolio at risk of impairment accounted for collectively, including receivables reclassified from the group with the lower risk characteristics to the group with the higher risk characteristics. Classification to the specific group of receivables within the framework of the collective approach is the determinant for the level of the ratio used for the calculation of provisions.

Impairment of non-bank loan portfolio

In thousand PLN	As of
	30/06/2005
Impairment due to incurred but not reported (IBNR) losses	68 581
Impairment of receivables	1 847 171
accounted for individually	1 415 611
accounted for collectively	431 560
Total impairment	1 915 752
Impairment due to incurred but not reported (IBNR) losses	14,2%
Impairment of receivables	62,8%

1.1.3 Off-balance sheet exposures

As of 30 June 2005, off-balance sheet exposure amounted to PLN 10,224 million, representing a decrease by 7.1% as compared with 31 December 2004. The largest change related to committed loans which represented 75.8% of off-balance sheet assets, which decreased by more than PLN 607 million (7.3%). Forward placements were reduced by PLN 121,4 million to zero. Moreover, a fall in letters of credit issued by PLN 61,5 million (36,6%) was noted. The fluctuation on undrawn credit lines resulted both from the adjustment of credit lines required by customers as well from the use of the limits granted to customers by them.

Off-balance sheet exposures

in PLN thousand	As of		Change	
	30/06/2005	31/12/2004	in PLN thousand	%
Guarantees	2 347 536	2 351 306	(3 770)	(0,2%)
Letters of credit issued	106 605	168 073	(61 468)	(36,6%)
Third-part confirmed letters of credit	23 760	17 108	6 652	38,9%
Committed loans	7 746 422	8 353 740	(607 318)	(7,3%)
Forward placements	0	121 359	(121 359)	(100,0%)
Total	10 224 323	11 011 586	(787 263)	(7,1%)
Provisions for off-balance sheet liabilities	37 846	39 352	(1 506)	(3,8%)
Provision coverage index	0,37%	0,36%		

1.2 External funding

As of 30 June 2005, the total value of external funding of the Bank was PLN 22,399.6 million and was higher by PLN 482.3 million (2.2%) than at the end of 2004. Liabilities due to the

financial sector were the highest contributors to the Bank's external funding, which increased by PLN 1,506.4 million (39.5%), and in particular bank deposits which increased by PLN 1,031 million as compared with the end of 2004. At the same time, the Bank noted a drop in the balance of funds entrusted to it by non-financial institutions, the liabilities of which amounted to PLN 15,781.1 million as of 30 June 2005 and fell as compared with 31 December 2004 by PLN 541 million (3.3%). This fall resulted from two phenomena: a drop in time deposits, both from individuals as well as from corporates, as well as the higher balance of liabilities on current accounts.

External funding*)

in PLN thousand	As of		Change	
	30/06/2005	31/12/2004	in PLN thousand	%
Due to the Central Bank	355	718	(363)	(50,6%)
Due to financial sector	5 321 076	3 814 669	1 506 407	39,5%
Funds on current accounts, including:	1 196 032	721 487	474 545	65,8%
- funds on current accounts of banks and other monetary financial institutions	1 194 215	720 855	473 360	65,7%
Deposits, including	4 125 044	3 093 182	1 031 862	33,4%
- deposits of banks and other monetary financial institutions	1 638 702	849 460	789 242	92,9%
Due to non-financial sector	15 781 105	16 322 099	(540 994)	(3,3%)
Funds on current accounts, including	4 675 892	3 977 474	698 418	17,6%
- corporate customers	2 570 832	2 284 398	286 434	12,5%
- individuals	1 587 092	1 324 039	263 053	19,9%
Deposits, including	11 105 213	12 344 625	(1 239 412)	(10,0%)
- corporate customers	7 153 135	7 833 795	(680 660)	(8,7%)
- individuals	3 487 092	4 032 425	(545 333)	(13,5%)
Due to public sector	489 909	531 002	(41 093)	(7,7%)
Funds on current accounts	154 471	148 729	5 742	3,9%
Deposits	335 438	382 273	(46 835)	(12,3%)
Other liabilities	744 192	840 477	(96 285)	(11,5%)
Sell-Buy-Backs	63 008	408 361	(345 353)	(84,6%)
Total external funding	22 399 645	21 917 326	482 319	2,2%

*) Without interest accrued

As to the changes in external funding, among the segments of non-banking customers the highest drop as of 30 June 2005 as compared with 31 December 2004, was noted by the Bank in the group of individual customers, by PLN 300.2 million (5.5%). This results from the intensified competition of the alternative offers of capital market investments in the context of falling interest rates, expansion of investment funds and a buoyant stock market.

The source of the decrease of PLN 218.1 million (2.0%) noted in non-financial entities' deposits as of 30 June 2005 as compared with 31 December 2004 were mainly time deposits, which were

partially moved to current accounts. The main reason was the above-mentioned decreasing trend of interest rates.

Liabilities to non-bank customers

in PLN thousand	As of		Change	
	30/06/2005	31/12/2004	in PLN thousand	%
Liabilities towards:				
Individuals	5 189 642	5 489 847	(300 205)	(5,5%)
Non-financial economic entities	10 531 645	10 749 745	(218 100)	(2,0%)
Non-profit institutions	459 755	424 038	35 717	8,4%
Non-bank financial institutions	2 490 909	2 247 722	243 187	10,8%
Public sector	490 123	531 212	(41 089)	(7,7%)
Suspense account liabilities	77 810	48 543	29 267	60,3%
Total	19 239 884	19 491 107	(251 223)	(1,3%)
PLN	14 236 557	14 529 334	(292 777)	(2,0%)
Foreign currency	5 003 327	4 961 773	41 554	0,8%
Total	19 239 884	19 491 107	(251 223)	(1,3%)

1.3 Corporate and Investment Banking Segment

1.3.1 Transaction Banking

The Bank has a rich, comprehensive and modern product offer related to financial and transactional servicing of enterprises. Apart from providing traditional services such as current accounts, domestic and foreign transfers, deposits, and overdrafts, the Bank also provides customers with more sophisticated transactional banking products, particularly in the area of electronic and Internet banking. Development of such activities is facilitated by access to world-class Citigroup technological resources.

Transaction servicing

The modern and rich transactional banking offer is the result of continuous efforts to provide services which meet the needs of the Bank's customers in the most effective manner. Economic growth and new business ideas of our customers stimulate the implementation of new practical solutions.

An important element of the Bank's offer is clients' cash management. The Bank offers a number of solutions, starting from the standard account operation products as well as cash and cashless transaction servicing, through e-banking and servicing of mass payments, to advanced solutions of consolidated accounts for the management of liquidity between various units of the customer and servicing of receivables with the use of advanced solutions based on the SpeedCollect platform.

As a result of efforts aimed at reducing the amount of paper orders executed in the Bank, the solution named ZetaFax, i.e. the “electronic form for manual transfer” was developed. The basic objective of the introduction of this solution is to increase the number of orders processed electronically as well as to limit customers’ errors and mistakes by the introduction of tools verifying the information filled in by the customer in the money transfer instruction.

The Bank introduced into its offer the solution which makes it possible to settle mass payments (for all types of bills, e.g. for gas, phone, electricity, rent, etc.) at Payment Servicing Points operated by third persons, for the benefit of creditors who have not entered into separate agreements with the Bank.

In the first quarter of 2005, the Bank implemented the Working Capital Management project during which almost 100 customer analyses, taking into account the nature of the customers’ business as well as the customers’ size and development stage, were completed. The analyses made were used for preparation of individualized offers which were to contribute to funds management optimization.

Another important element of receivables management is Direct Debit. One of the Bank’s initiatives with respect to this product was cooperation within the framework of the Coalition for Direct Debit and conducting the pan-Polish campaign promoting the Direct Debit. At the same time, the Bank actively solicits new customers. Its most prominent successes include entering into cooperation with Cyfra+ and Wielkopolska Spółka Gazownictwa Sp z o.o. which joined the group of entities offering to their customers a convenient method of paying their bills through the Bank’s Direct Debit.

In the first half of 2005, the Bank noted a further dynamic development of the bill payment product “Unikasa”. A number of new agency outlets were put into operation, both within the framework of the network of current customers as well as through the acquisition of new regional issuers.

Moreover, a decision was made to change the product branding. The existing branding, in orange color tones, was replaced by green. The purpose was “brand refreshing” and to increase product awareness in the context of its active promotion throughout Poland. The color change allowed differentiating our solution from the competition.

Moreover, the Bank launched a hotline for the Unikasa product, facilitating access to information to individual and corporate customers (issuers and agents). At the same time, the Bank can more efficiently monitor the complaints lodged and more rapidly explain the issues reported to it.

In the first half of 2005, the Bank also commenced work on improving the quality and functionally extend the range of the currently offered cash products. The new approach to the management of these products and the use of the available information technologies will result in an improvement of quality of the products offered and extension of the existing product offer.

The purpose is also to significantly automate reporting and record processing whilst maintaining process security.

The cash management products for customers include credit cards, payment cards, and prepaid cards issued by the Bank. They are a convenient tool for paying for business expenses by the customer's employees. Searching for new uses for the existing products, in the first half of 2005, the Bank introduced an innovative method of use of the VISA Electron cards for withdrawal of social benefits in cash. The new prepaid card type is designed for the distribution of funds from allowances and scholarship funds.

At the beginning of 2005, the Bank introduced the Automatic Banker for customers who use corporate cards. This service makes it possible to obtain an automatic phone access to card information. The introduction of the Automatic Banker is a significant facilitation for the users of corporate cards.

At the same time, the Bank continues active solicitation of customers using Citibank Business Debit Cards whose number increased in the first six months of 2005 by 18%, and the number of cards issued increased by 26%.

In order to satisfy customers needs, at the beginning of 2005 the European Union Unit was established, where the special package "Europe of Enterprises" was prepared, within the framework of which customers requesting support from EU funds may use a customer friendly credit program. The offer is addressed to all enterprises and local government units which would like to use the development opportunity offered by the European Union and the possibility to compete in international markets. Apart from the credit program, the Unit prepared a number of products increasing the efficiency of trade financing and making it possible to effectively settle and manage the funds obtained from subsidies.

Within the framework of EU programs, the Bank entered into a Cooperation Agreement with Bank Gospodarstwa Krajowego and the Polish Agency for Enterprise Development (PARP) which enabled significant extension of the Program offer.

In addition, the European Union entered into cooperation with many consulting firms which will help customers of the Bank prepare documentation necessary for filing a request for subsidies and to provide step by step guidance through the complicated funds acquisition process. The consulting firms provide services to our customers upon preferential terms.

To improve the flow of information on the EU programs, a dedicated Hotline was established and marketing activities presenting the Bank's offer were commenced (press articles, a www page, conferences, etc.).

Within the framework of development of the "Italian Desk" office project supporting the Bank and its Italian partner at financing of trade of Polish and Italian contractors, launched in 2004, implementation of a new solution entitled "Borderless Banking" was commenced, consisting in active cooperation at the sale of the Bank's products by other financial institutions. The proposed

model of cooperation aims at providing joint benefits for the Bank and cooperating financial institutions through product range enlargement, cost optimization, and increase in the bank activity coverage.

Trade Finance products

The key task of the Bank as a leading institution in the field of trade service and finance was continuation of implementation of new solutions as well as the development of electronic service platforms. The exceptional feature of the offer was the introduction of innovative structuring of solutions to meet the specific needs of customers and the creation of an option for more extensive service of applications filed with the Bank via electronic data transmission means.

Traditionally, the main products enjoying the highest popularity among the Bank's customers were guarantees and letters of credit issued by the Bank, servicing of documentary collection and discounting of receivables documented by promissory notes and invoices (factoring).

To ensure the competitiveness of the Bank's offer in trade finance, new products were introduced – funding invoice-documented trade receivables in the domestic market on the basis of the insurance policy of Credit Export Insurance Corporation (Korporacja Ubezpieczeń Kredytów Eksportowych Spółka Akcyjna) and letters of credit “covered upfront”.

Moreover, in addition to new products the extension of the variants available in the existing Bank's offer is important. For example, the Bank commenced the issuance of guarantees required within the framework of the European Union program, PHARE and World Bank. The option of generating reports which will help customers monitor the inflows and conduct so-called “soft” debt collection was introduced. Furthermore, the Bank put into operation an option of electronic submittal of applications for opening import letters of credits, applications for guarantees, and payment orders for import collection.

In the area of transaction servicing, the catalogue of significant transactions should include a number of performance bonds issued by the Bank, where the amount of a single instrument exceeded PLN 5 million. Also a number of customs guarantees whose single value exceeded PLN 10 million should be considered important.

An important achievement of the Bank in the first half of 2005 was the implementation of the program for funding the suppliers of one of the largest network of hypermarkets in Poland for the total amount of PLN 8 million. The amount of funding granted within the framework of the invoice discounting programs (without programs based on the policy of Korporacja Ubezpieczeń Kredytów Eksportowych S.A. - KUKE SA) totaled an equivalent of USD 197 million in the first half of 2005.

Custody services

The Bank conducts custody services on the basis of the Polish legal regulations and consistently with the international standards of custody services offered to investors and brokers operating in international security markets. Owing to that, the Bank meets the requirements of the greatest and most demanding corporate customers.

The Bank is the leading depository bank in Poland. It offers custody services to foreign institutional investors and depository services to domestic financial institutions, in particular pension funds, investment funds and insurance capital funds.

The Bank holds securities accounts, settles securities transactions, handles dividend and interest payments, portfolio valuation, individual reports, and arranges for customer representation at general meetings of shareholders of listed companies. It also maintains registers of foreign securities, which also involves intermediation in the settlement of transactions for domestic customers on foreign markets.

As of 30 June 2005, the Bank operated 8,274 securities accounts. The Bank was a depositary for the following open-ended pension funds: Commercial Union OFE BPH CU WBK, AIG OFE, SAMPO OFE, OFE Pocztynion, Pekao OFE, Generali OFE, ING Nationale Nederlanden Polska OFE. The Bank was also a depositary for the following investment funds: BZ WBK AIB TFI S.A., SEB TFI S.A, PIONEER PEKAO TFI S.A.

1.3.2 Other Capital Markets and Corporate and Investment Bank

Corporate Bank

Corporate and Investment Bank provides comprehensive services for more than 140 major customers whose demands exceed the basic product range and require advice in the area of financial engineering. Separate departments provide for coordination of the treasury and financial management products available and prepare offers that embrace lending, debt equity financing, mergers and acquisitions.

The Bank actively supports the development of the largest enterprises in Poland, granting funds on its own as well as arranging or participating in syndicates, and also arranging the acquisition of funds from the capital market. The major transactions completed in the first half of 2005 included:

- Entering into an agreement on a 5-year syndicated facility for one of the retail sale networks in Poland, for EUR 106 million. The Bank's share in the transaction amounts to EUR 30 million. In the transaction, the Bank acts as the authorized principal arranger and syndication agent;
- Entering into an agreement on a 5-year syndicated facility for a leading Polish telecommunication service provider for EUR 900 million. The Bank's share in the transaction amounts to EUR 50 million. The Bank acts as the authorized principal arranger and syndication agent. The Agreement was signed in the second quarter 2005;
- Entering into an agreement on a 2-year syndicated facility for the key entity in the railway transport market, for EUR 130 million. The Bank's share in the transaction was at a level of EUR 15 million. In the transaction, the Bank acted as the authorized principal arranger and syndication agent. The transaction is attributable to the second quarter of 2005;
- Signing a contract of mandate for organization of the revenue bond issuance program for a water supply and sewerage collection company with the indebtedness limit of up to PLN 400 million. Within the framework of the program, the Bank acts as the co-arranger for the transaction;
- Signing bond issue program agreements for a telecom operator for PLN 1 billion. Within the framework of the transaction, the Bank acts as the arranger, dealer and payment agent as well as the depositary. The agreements were signed in June 2005 for 5 years;
- Signing a contract of mandate for organization of the medium-term bond issuance program for the amount of PLN 250 million, for a food industry company. The Bank acts

as the transaction arranger and dealer. The transaction is applicable to the second quarter of 2005.

Furthermore, the Bank signed an agreement on advisory services related to debt restructuring for a customer in the fuel and power sector.

As of 30 June 2005, the Bank had a leading share in the market of issuance of short-term debt securities at a level of 23% and serviced 26 debt security issuance program.

Commercial Bank

The Commercial Bank services small and medium-sized enterprises, offering to them local access to the Bank's products and services. The customer service model encompasses a network of conveniently located bank outlets and banking consultants who coordinate the relationship between customers and the Bank. Additionally, the Bank offers modern e-banking solutions providing to the customers rapid and convenient access to a number of solutions.

The offering for small and medium-sized enterprises includes the whole spectrum of solutions, from the Bank's standard products to advanced solutions tailored to the individual customers' needs, including arrangement of funding from the capital market, liquidity management and market risk management.

The key to the success of the Bank's cooperation with the customers in the small and medium-sized enterprises segment is delivery of possibly the most comprehensive offer of solutions, enabling the customers to use both a local approach and global resources of the Bank's expertise.

In the first half of 2005, the structure of the solutions offered was maintained, with a significant advantage in cash management and trade finance products. Apart from the standard products of foreign exchange and money markets, the customers' interest in the offer of derivative instruments, which effectively assist in competition through risk management in the context of significant fluctuations of foreign exchange rates and interest rates, has been systematically increasing.

Treasury

The Bank continued the activity in financial markets both for the customers' account as well for its own account. In addition to simple foreign exchange products and intermediation in trade in the money and capital market instruments, the Bank offers to its customers comprehensive solutions in foreign exchange and interest rate risk management, adjusting these solutions to the needs of the entity serviced.

In the first half of 2005, the Bank strengthened its position in the derivative instruments market. In particular, option instruments enjoyed high demand. The Bank also noted good results in the sale of Market Linked Deposit (MLD). Additional functionalities of the MLD product introduced in the first quarter of 2005 contributed to these result.

Owing to the growth in the customer base, the first half of 2005 was another period of strong commitment to intermediation in trade in the secondary market of debt securities, and the Bank noted historically high turnover volumes. The fluctuations in the secondary market also contributed to the Bank's high share in foreign exchange transactions in the interbank market.

1.4 Consumer Banking Sector

1.4.1 Credit Cards

The first half of 2005 was yet another period of intensifying competition in the credit card market. The Bank, owing to active sales and continuously upgraded offer, maintained its leading position. As of 30 June 2005, the portfolio of credit cards serviced attained the number of 550,000, which represents 8.5% growth compared with the corresponding period of the previous year.

In the first quarter of 2005, the Bank attained the best acquisition results in its history, mainly owing to the substantial demand for the Citibank Visa Silver and MasterCard Silver credit cards.

In the second quarter of 2005, the Bank significantly changed the Citibank Credit Card offer. A new and the most prestigious of cards offered by Citibank Handlowy was launched in the Polish market – the Citibank Platinum (VISA and MC) Credit Card, providing its holder with many additional services and privileges and the highest credit limit of available. Target market criteria were also modified for other credit cards.

Apart from the launch of the new Platinum card, another event important for cards was lowering of the interest rate on credit cards, owing to which the offer became more competitive. The interest on the Silver card was established at a level of 25.80%, and the interest on the Gold card was established at a level of 23.88%, for Platinum – 21.84%. The new interest rate is applicable to transactions made after 20 June 2005. The existing balance may be spread by the customer over 24 months with the credit cost of 14.99%.

The second quarter of 2005 was also a record for the sale of the Komfort Installment Plans. Moreover, the newly implemented product Cash Transfer from the Citibank Credit Card with the option of repayment within the framework of the Komfort Installment Plan proved to be a success.

1.4.2 Consumer Banking

Retail loans

The consumer loan market displays a high and sustained pace of growth. The Bank, wanting to exploit the market opportunities, enhanced its acquisition processes supported by an advertising campaign in the media and promotional actions, along with widening the target customer market. In the first half of 2005, the Bank attained the highest net income on the sale of the Citibank Loan to date, granting almost twice as many loans as in the corresponding period of 2004. As to mortgage loans, the Bank continued cooperation with GE Money Bank and Nykredit Bank Hipoteczny S.A.

Investment products

The drop in interest rates contributed to the increase in the attractiveness of alternative saving forms with the use of capital market instruments. Also the competition for customers' savings is getting fiercer. The key to the success is the diversified and steadily adjusted product offer.

In the first quarter of 2005, the Bank introduced the Capital Accumulation System (SAK) with the Union Investment TFI funds for sale. It is yet another systematic saving plan in the Bank's offer. SAK makes it possible to invest in the bond funds, a balanced fund and three equity funds.

In March 2005, the Bank launched the sale of foreign funds – open investment funds registered in Luxembourg – through the CitiGold branch network. Three types of funds managed by the Citigroup Asset Management Ltd. (CAM) are available within the offer: Citi FCP, CitiMoney FCP and CitiSicav. The offer includes in total 51 subfunds available in EUR, USD and GBP, belonging to the above three fund types.

Additionally, within the framework of foreign funds, it is worth mentioning the option to invest into the so-called fund of funds (CitiChoice Multi-Manager). The newly introduced European regulations make it possible for the first time for investment funds in the EU to invest their funds directly into other funds – on the same terms as those in force for investments in shares or bonds. CAM is one of the first financial institutions which takes advantage of these new legal solutions. Through the access to the funds of funds offered by CAM, the Bank's customers can invest in the best available funds and to manage them as a single investment portfolio.

In the first half of 2005, 19 subscriptions for Market Linked Deposits and 14 subscriptions for Structured Bonds took place. In June, a Structured Bond transaction was made for the first time in pounds sterling.

In the first half of 2005, the Bank organized numerous seminars devoted to investment products for existing and potential customers of the Bank.

In parallel with the development of investment products, the Bank models the offer of deposit products, in particular the modern deposits accessible via the Internet - T-deposits. In the first half of 2005, the existing wide range of terms was supplemented by another one – the 3-week deposit.

Moreover, the Bank conducted numerous promotional campaigns to acquire deposit and account customers among the customers using other products such as credit cards.

Insurance products

In addition to investment products, the Bank's offer includes insurance products which combine the features of an insurance policy and a deposit product, which enjoy great interest among the customers. An example are investment programs with life insurance, the savings program with life insurance "Plus", or the guarantee policy in which the customer participates in the benefits resulting from investing part of the premium into the State Treasury bonds, offered by the Bank. Another product of this type is the "Hospitalization Profit" life insurance launched in February 2005. This insurance is designed for Citibank credit card holders and their spouses who hold the supplementary card.

Bank Accounts

Wealthy and middle-segment customers remain the main target group for personal accounts in the CitiGold, CitiOne and CitiKonto offer. It should be mentioned that in March 2005 the CitiGold account received for the second time the title of the best offer on the ranking list of the Rzeczpospolita daily. The ranking list applied to the offer for wealthy persons and emphasized the prestige and convenience of the CitiGold offer. The features which contributed to the Bank obtaining the best scores for the CitiGold offer were modern banking products and personalized approach to the demanding customer.

As of the end of the first half 2005, the Consumer Banking segment operated 403,000 current accounts, as compared with 345,500 at the beginning of the year.

Electronic distribution channels

The wide product offer is associated with the use and development of state-of-the-art distribution channels.

The number of Citibank Online users as of the end of the first half of 2005 exceeded 282,000, and thus increased by 54% as compared with the corresponding period of the previous year. The number of transactions initiated via Citibank Online constituted more than $\frac{3}{4}$ of the total number of transactions of the Consumer Banking segment. Activation of this distribution channel is supported by the appropriate pricing policy and special offers such as the T-Deposit with an attractive interest rate available exclusively via the Internet.

The Bank also actively promotes the Online Statement service, registering a stable increase in the number of its users, and thus generating substantial savings. As of the end of the first half 2005, 8% of account holders used this service. The number of CitiGSM customers notified on their balance by an SMS message as of the end of the first half 2005 increased by 34% as compared with the corresponding period of the previous year.

Since January 2005, Customer Relationship Management (CRM) has been operating in the Consumer Banking segment. The CRM system is used in all branches. The main objective of implementation of the System is to support and manage marketing campaigns in the Bank and modern support for sales. The launch of the CRM System also made it possible to implement a uniform customer service approach irrespective of the place of the customer's contact with the Bank.

1.4.3 SME Banking: CitiBusiness

In the first half of 2005, CitiBusiness continued the sale of products and services in the form of product packages. After the balance-sheet date, the Bank decided to conduct a restructuring of the business model for existing CitiBusiness customers – small and medium-sized enterprises whose sales revenue does not exceed PLN 8 million.

1.5 CitiFinancial

The strategic goal of CitiFinancial is to become the fastest-growing and the most profitable enterprise on the Polish market of consumer loans; the goal is pursued by establishing and maintaining strong customer relations, where, as the key element, the top priority is given to customers' needs, with a simultaneous focus on profitability of products and customers. The main principle is a personalized approach to every customer, with a view of building a long-standing relationship, beneficial for both parties.

The target market of CitiFinancial is 15.5 million private individuals, more than 7 million households. This is a significant market where the access is guaranteed through the Bank's credit offering. First and foremost, CitiFinancial focuses on customers who have not found a product range adjusted to their needs at traditional banks. Most of them are customers with medium or lower monthly incomes who appreciate the accessibility of the Bank's outlets. Therefore the Bank develops dynamically its network of branch offices located at shopping centers and in the vicinity of housing estates. As of 30 June 2005, the Bank operated 52 branch offices, which corresponds to an increase by 13 bank offices in the first half of 2005.

CitiFinancial product offering includes consumer loans (secured and unsecured) and sales of insurance products. Granted loans constitute an important element for starting cooperation and

offering other products from the offer which Bank plans to develop and adjust to the customers' needs.

The group of products described in the above, developed and sold under the brand name of CitiFinancial, is characterized by a strong, more than nine-fold sales growth dynamics – a proof that the implemented market penetration model is right.

1.6 Branch network

In the first half of 2005, the Bank continued the development and reorganization of its branch network, aiming at optimization of the operating cost and accessibility to retail and corporate customers. In the first half of 2005, the Bank's network increased by 18 branches, mainly owing to the enlargement of the CitiFinancial network. The total number of the Bank's branches as of the end of the first half of 2005 was 185, which consisted of:

1. 42 branches and sub-branches of the Corporate Bank, 27 of which services consumer banking customers.
2. 91 branches of the Consumer Bank, including 1 Investment Center, 12 branches dedicated to CitiGold Wealth Management customers and 10 Consumer Bank branches services Corporate Bank customers.
3. 52 branches of CitiFinancial situated in shopping malls and near housing estates.

Both Corporate Bank as well as Consumer Bank branches can service CitiBusiness customers.

Owing to the diversity of its solutions, the above structure is to ensure the optimal access to services for all existing and future customers of the Bank.

1.7 Changes in IT

The objective of IT development is to provide optimal processes while ensuring data security and continuity, and implementation of new solutions reflecting technological progress, product needs and the Bank's regulatory environment.

The following solutions influenced the development of a leading-edge product range, improvement of its quality and efficiency, and reduction of its cost:

- Implementation of the new version of the Goniec client software containing the extensions required by the regulatory authorities.
- Completion of the process of implementation of the 'Interactive Voice Response' system for the Card Products Management Unit.
- Implementation of distribution of the report on ZUS payment details.
- Installation of telecom and IT infrastructure in new branches of CitiFinancial.
- In transaction services, implementation of the new Customer Relationship Management (CRM) type application to automate the management of customer relationships, control of execution of the anti-money laundering policy (AML), aggregation and presentation of the financial and operational data.
- Extending the functionality of the CitiGateway application servicing zloty settlements, in connection with the introduction of new rules for payments to Tax Offices.

- Implementation of the phone call recording system servicing the Collections Department in the Consumer Bank.

Moreover, a number of efficiency improvements and functionality extensions were performed with respect to the systems used by the Consumer Bank.

In order to reduce the expenses, the Bank uses state-of-the-art technological achievements, implementing the idea of a digital office. The implementation of the Digital Office initiative was completed. Certain internal processes were adjusted to the “paperless” work processes, which made it possible to substantially reduce the costs of materials used. Additionally, the electronic platform for filing and accepting leave applications (eUrlopy) was implemented within the framework of implementation of concept.

Additionally, the Bank takes care to optimize the fulfillment of regulatory duties. The effective interest methodology (EIM) for loans, deposits, securities and documentary operations was implemented consistently with the accounting standards in force.

1.8 Other Information about the Bank

1.8.1 Rating

The Bank has a full rating from the international rating agency Moody’s Investors Service.

Since January 2003 Moody’s has maintained A2 rating for long-term deposits (investment grade, 6th on the 21 point rating scale) and Prime-1 for short-term deposits (1st on the 4 point rating scale). The Bank ratings are at the highest level available for entities domiciled in Poland.

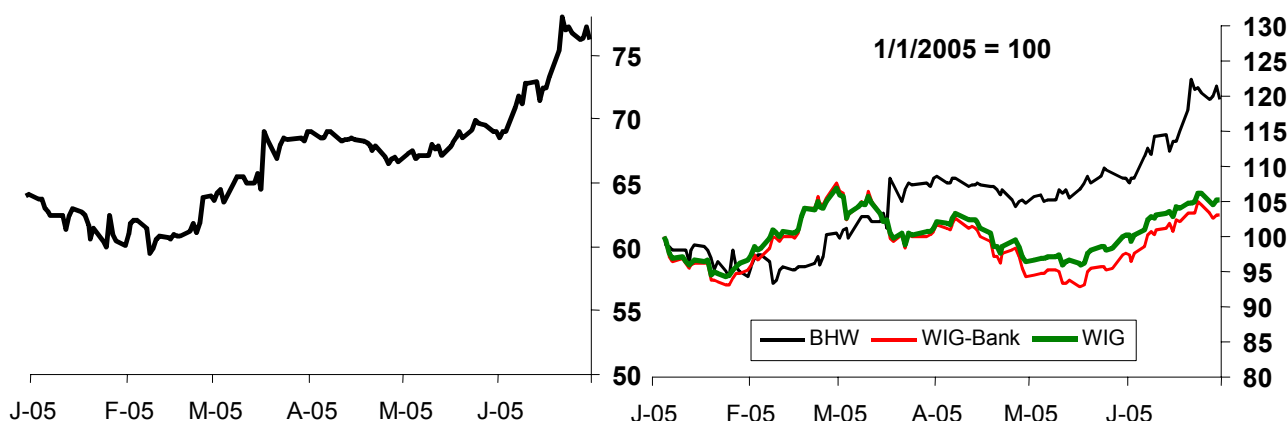
Additionally, on October 31, 2004, the agency notified the Bank of a change in outlook of the financial strength rating, now at D+ level, from stable to positive, which was justified with the Bank’s leading market position in the area of credit cards, corporate and investment banking, capital market competencies, as well as cash & trade services and the initiated expansion on the Consumer Banking mass-market under the CitiFinancial brand.

1.8.2 The Bank's stock performance on the Warsaw Stock Exchange

In the first half of 2005, the Bank's share price on the Warsaw Stock Exchange (WSE) increased from PLN 64.10 (31 December 2004) to PLN 76.20 (30 June 2005), i.e. by 18.9%. For comparison, the WIG-BANKI banking sector index in the same period grew much less, i.e. by only 8.1%, and the main exchange index, WIG, grew by 6.4%.

Quotations of BHW Stocks, PLN

Quotations of BHW Stocks & Indices



1.8.3 Awards and honors

Awards and honors granted to the Bank in the first half of 2005

- **Citibank Handlowy** was honored with the title of the **Patron of the Year 2005** of the National Philharmonic Concert Hall in Warsaw
- **Citibank Handlowy** was awarded the **Superbrands Polska** title

Citibank Handlowy was ranked **third on the "the Dream Employer"** ranking list of the financial sector prepared by the Student Consulting Scientific Circle of the Warsaw School of Economics (SGH) in cooperation with SMG/KRC Millward Brown Company and the editing board of Rzeczpospolita.

- **The CitiGold account** was ranked **first on the ranking list of Rzeczpospolita** in the category of the personal account for wealthy and demanding individuals.
- **The Citibank Handlowy credit card** was recognized as the **safest card** on the ranking list of **Rzeczpospolita**
- Promotional emblem **Bank Friendly to Entrepreneurs** for Citibank Handlowy for the year 2004
- **Dom Maklerski Banku Handlowego S.A.** received an **award of the President of the Management Board of the Warsaw Stock Exchange** for the largest share in stock trade in 2004.

1.8.4 *Sponsoring activity and cultural patronage*

- Strategic sponsor of the **photo exposition “One passion, two visions” of David Michael Kennedy and Tomek Niewiadomski** in June 2005 in Fabryka Trzciny in Warsaw.
- The Bank sponsored the **charity concert of the Beethoven Academy Orchestra** celebrating the Child’s Day on 4 June 2005 in Cracow **for the benefit of the orphanage in Cholpon Ata in Kirgisia**
- The Bank was a sponsor of the **Al Di Meola Group’s** concert within the framework of the **Wroclaw Non Stop Citibank Handlowy** festival in June 2005
- The Bank was a sponsor of the **“Days of the Sea”** organized by the Szczecin Town Gmina in June 2005
- The Bank was a sponsor of **“Gorzów Days”** organized by the Municipal Culture Center in Gorzów Wielkopolski in June 2005.
- In April 2005, the Bank was a sponsor of the extraordinary concert of the **Academy of St. Martin-in-the-Fields** in the National Philharmonics Concert Hall in Warsaw.

2. **Brokerage – Dom Maklerski Banku Handlowego S.A. – subordinated entity**

2.1 *Secondary Market*

The Group operates on the capital market through its wholly owned brokerage subsidiary Dom Maklerski Banku Handlowego S.A. (“DMBH”). DMBH was established on 1 April 2001 as a result of the transfer of all assets of Centrum Operacji Kapitałowych Banku Handlowego (Capital Markets Centre) to Citibrokerage S.A., which as of that day changed its name to that used currently.

The bullish trend of the securities market in the first half of 2005 was a consequence of, among other factors, an improvement in investment attitudes in the Central and Eastern Europe region, especially in May and June 2005. There has also been a sustained interest of foreign investors in the Polish capital market, with particular focus on participation in investments on the Warsaw Stock Exchange. DMBH made extensive use of the bullish trend, and – having a very strong sales and transaction analysis and management team, specialized in servicing of large institutional customers whose assets are kept at trustee banks. DMBH retained the leader position on the equity market, increasing its share in the total turnover generated by all brokerage houses on this market from 17.6% (June 2004) to 21.6% (June 2005).

2.2 *Primary Market*

DMBH conducted the stock exchange flotation of Opoczno S.A., worth PLN 455.6 million, which represented 10.09% of the value of debuts organized in the first half of 2005 on the Warsaw Stock Exchange.

2.3 *DMBH as Market Maker*

DMBH commenced its independent operations on the Warsaw Stock Exchange in 1994, firstly as a Stock Exchange Member – Specialist, and subsequently as a Market Maker. Since the beginning of the futures market on the WSE, DMBH has acted as a Market Maker in the area of futures contracts for the WIG 20 index. Furthermore, DMBH is also a Market Organizer on the Central Table of Offers (CTO), whose operating principles are similar to those of a Market Maker.

Both Market Makers and Organizers are responsible for placing and maintaining put and call offers of fixed value on the order cards of individual companies. This provides investors with a guarantee of order execution. It is especially important for companies with low liquidity.

As of the end of the first half of 2005, DM BH acted as Market Maker for 44 company shares, i.e. 18.03% of all shares listed on the WSE, one convertible bond and futures contracts for the WIG20 index. It is noteworthy that among companies managed by Market Makers, there were three foreign companies quoted at the same time on their parent markets.

As Market Organizer on the CTO, DMBH performed tasks for the USD CitiBonds investment certificate of the Mixed Investment Fund.

With respect to the value of transactions managed by DMBH as the Market Maker, DMBH was among the top brokerage houses. The share in this market segment in the first half of 2005 reached 20.23% (in Q1- 20.9%, in Q2- 19.45%) of the total turnover managed by all brokerage houses acting as Market Makers for the equity market.

Selected exposures in income statement and balance sheet

Company	Headquarters	Bank's stake in company's equity	Balance sheet sum*	Equity*	Net profit/loss*
		%	PLN thousand		
Dom Maklerski Banku Handlowego S.A.	Warsaw	100.00	657 544	90 292	13 826

*Before consolidation corrections

3. Leasing – Handlowy Leasing S.A. and Citileasing S.A. – subordinated entity

The Group conducts leasing operations via its two subsidiary companies: Handlowy-Leasing S.A. and Citileasing Sp. z o.o. In the first half of 2005, the companies continued their operations in the segment of transactions of medium and higher value (so-called middle/big-ticket lease) as well as in the area of vendor financing. A special emphasis was put on the offer directed to the Bank's customers, but customers were also actively acquired through contacts with the dealer network.

The range of products offered by the company includes operating leases, financial leases and sale and lease back. The product range was enlarged and the lease of the following fixed assets was added to the programs of financing means of road transport and typographic machines (printing and bookbinding machines and pre-press equipment) serviced to date:

- forklifts,
- plastic processing machines (injection presses, extruders, blow molding machines and accessories),
- machine tools (for machining, plastic working and unconventional working together with their accessories).

In April 2005, the electronic "Egeria" system was successfully implemented. Currently it is the most modern system for the service of lease transactions in the market. It is a fully integrated and comprehensive system. Many activities conducted in the first half of 2005 will have positive effects in the second half of the year. They include:

- intensified acquisition within the framework of new product programs,
- launching phone sale and conducting direct mailing campaigns targeted on the potential customers for the new programs,

- putting into operation the www.handlowyleasing.pl page together with the electronic lease form where the first enquiries were received
- defining the rules of cooperation and commencement of cooperation with professional consulting firms – the aim of these actions is to facilitate to our customers their servicing in the process of obtaining EU subsidies.

Selected exposures in income statement and balance sheet

Company	Headquarters	Bank's stake in company's equity	Balance sheet sum*	Equity*	Net profit/loss*
		%	PLN thousand		
Handlowy-Leasing S.A.	Warsaw	100.00	744 498	10 893	9 831
Citileasing Sp. z o.o.	Warsaw	100.00	183 672	171 140	4 009

* Before consolidation corrections

4. Asset management

As of 30 June 2005, the value of assets under management of Handlowy Zarządzanie Aktywami S.A. (HanZA) was PLN 3,337.4 million, a growth by over 115% as compared with the end of the first half of 2004, when HanZA managed assets at a level of PLN 1,551.68 million, while the pace of growth of assets in the first half of 2005 was almost 37% versus the increase of 14% in the corresponding period of 2004.

As of the end of June 2005, the assets of individual customers totaled PLN 1,230.1 million, with the majority share of the assets of CitiFunds belonging to Towarzystwo Funduszy Inwestycyjnych Banku Handlowego S.A. and managed by HanZA – PLN 1,022.2 million. The value of institutional customers' assets was over PLN 2,107 million, where PLN 662.5 million were assets of CitiFunds and the remaining assets originated predominantly from insurance companies and other financial institutions.

The increase in the HanZA assets in the period between January and June 2005 resulted mainly from the systematic inflow of new assets from the existing corporate customers as well as from the high popularity of CitiFunds, mainly among individual customers who increased the assets by almost 75%.

In the first six months of 2005, the portfolios managed by HanZA generated results close to the benchmark ones. The highest rate of return in the equity market in the first half of 2005 was generated by the portfolios with the balanced strategy, investing on average half of their assets in shares quoted on the Warsaw Stock Exchange and the second half in debt securities – 9.84%. On the other hand, the portfolio of debt securities which are the product most often chosen by institutional customers, had a return rate of 6.34%, which is definitely a very good result as compared with the benchmark at a level of 5.25%.

Selected exposures in income statement and balance sheet

Company	Headquarters	Bank's stake in company's equity	Balance sheet sum*	Equity*	Net profit/loss*
		%	PLN thousand		
Handlowy Zarządzanie Aktywami S.A.	Warsaw	100.00	6 036	4 643	76

* Before consolidation corrections

5. Investment Funds management

As of 30 June 2005, the value of assets of the funds managed by Towarzystwo Funduszy Inwestycyjnych Banku Handlowego S.A. (TFI BH) was PLN 1,684.7 million, as compared with the assets of PLN 1,046.1 million as of the end of the corresponding period of 2004.

The fund with highest volume of assets proved to be CitiBalanced Central European Open-Ended Investment Fund (CSFIO), whose assets increased very dynamically throughout the whole first half of 2005 (by more than 93%) and totaled over PLN 447 million as of the end of the period (versus only slightly more than PLN 121 million as of the end of the first half of 2004). It should also be noted that almost 100% of the assets of this fund are assets originating from natural persons which proves the huge popularity of the investment strategy of this fund changed in September 2004, consisting in widening the spectrum of investment options by the equity markets of the Central European countries, among Polish individual investors. Despite the lapse of 10 months from the change in the investment strategy, it is still the most popular fund in the TFI BH offer, at the same time noting one of the best results in the past period among all balanced-strategy funds present in the Polish market.

Despite such a spectacular increase in its assets, the CitiBalanced Central European FIO was not the most dynamically growing fund in the TFI BH offer – a similar percentage asset growth (almost 94%) was noted in the first half of 2005 by CitiBonds Open-Ended Investment Fund, and the highest growth of almost 120% was noted by CitiMoney Open-Ended Investment Fund. Nevertheless, in the case of the latter fund, a high variability of its asset volume exists, due to the characteristics of such a fund type which is designed to a large extent to the investors who want to obtain a return on their investment within a short time.

The second largest fund as of the end of June 2005 proved to be the CitiSenior Specialized Open-Ended Investment Fund (SFIO) – the value of its assets increased in the first half of 2005 by over 46% and totaled almost PLN 368.4 million as of 30 June 2005. This fund systematically obtains very high asset growths. The growth attained in the corresponding period of 2004 (above 41%) was hardly different from the growth noted in the first half of 2005. Nevertheless, in this case almost 60% of the assets are corporate customers' assets, belonging mainly to the institutions for which TFI BH operates Employee Pension Programs, but it should be emphasized that the increase in the assets held by individual customers of this fund has been increasing from each subsequent period to another.

It should be emphasized that almost 50% of all assets invested in all CitiFunds was invested in two mixed-strategy TFI BH funds (balanced and stable) as of the end of June 2005, which indicates the sustained popularity of the investment strategies based both on the equity market as well as on the debt security market.

Despite numerous market fluctuations, all open-ended funds managed by TFI BH generated profits to their investors in the first half of 2005. The highest result was obtained by CitiBalanced Central European FIO – 8.09% - which gave to this fund a very high position in combination with the competition. CitiBonds FIO brought to its investors a return at a level of 5.41%, CitiSenior SFIO – 4.64%, CitiEquity FIO – 1.50%, CitiLiquidity SFIO – 2.97%, CitiMoney FIO – 2.91% and PKP Employee Ownership Fund SFIO – 4.88%.

Selected exposures in income statement and balance sheet

Company	Headquarters	Bank's stake in company's equity	Balance sheet sum*	Equity*	Net profit/loss*
		%		PLN thousand	
Towarzystwo Funduszy	Warsaw	100.00	31 933	28 725	5 280

Inwestycyjnych Banku
Handlowego S.A.

* Before consolidation corrections

6. Special purpose investment companies

Apart from strategic commitments – including Dom Maklerski Banku Handlowego S.A., Towarzystwo Funduszy Inwestycyjnych Banku Handlowego S.A., Handlowy Zarządzanie Aktywami S.A., Handlowy Leasing S.A., Citileasing Sp. z o. o., Handlowy Heller S.A., other companies belong to the restructured portfolio. It considers direct Group's shares as well indirect, by purpose investment companies.

In the first half of 2005 the Bank performed capital operations through three special purpose investment companies. The mentioned companies are following: Handlowy Inwestycje S.A., Handlowy Investments S.A., Handlowy Investments II S.a.r.l.. Additionally the Group has fourth purpose investment company – Handlowy Inwestycje II S.A., whose share were sold off on January 2005 in aid of third party, not connected with the Group. Financial results of purpose investment companies are immaterial comparatively to financial data of the Bank – dominant Group's entitle.

VI. Major risk factors relating to the operations of the Capital Group of Bank Handlowy w Warszawie SA

1. Major risk factors and threats related to the Capital Group of Bank Handlowy's environment

1.1 Competition within the banking sector

Competition between banks in different segments of the Polish banking market seems to be strong. We expect that companies will increasingly utilize financial alternatives to bank loans, such as issuance of short-term debt securities, bonds and equity or lease finance. It is very likely that due to growth in foreign investment in the banking sector, as well as creation of the single European market of financial services, an increase in competition will be observed particularly in such segments as foreign exchange operations, foreign trade settlement and investment banking. Poland is in sharp focus of international financial institutions planning to include the country in their cross-border businesses. Despite, however, of the large number of entities, which have announced their intention to start doing business in Poland, no significant changes in the banking sector structure are to be expected. Indeed, institutions for which Poland is an interesting and attractive market have been active here for a number of years. As a result, the offering of banks operating in Poland is often similar to that of the UE banks. The competition will take place mainly in the area of service quality, especially the speed and efficiency of customer service. Further consolidation processes in the sector could possibly relax the competition. The significance of electronic access channels to customer accounts will also grow.

The Group is well prepared to compete in the European environment. Nevertheless, the growing level of competition within the banking sector may have an adverse effect on the Bank's financial performance.

1.2 Equity investment risk

Equity investments can be divided into two categories: strategic and restructuring. The strategic portfolio includes the Bank's shares in financial institutions of a strategic significance to the Bank

due to its operations. The restructuring investment exposure arises from debt to equity conversion. The investments are executed directly by the Bank or indirectly via the Bank's wholly-owned special purpose investment vehicles. For some equity investments, their pricing is based on the assumption of finding a strategic investor for the company, in which the Bank holds shares. Therefore, a continuous high level of foreign investment may be crucial to the valuation of such investments. Moreover, due to a number of macroeconomic effects, the situation on equity markets and other factors having an impact on activities of the companies in which the Bank is a shareholder, the selling price of owned shares may turn out to be lower than expected, or even lower than their value in the Bank's books, which may have a negative impact on the Bank's share prices. The Bank has already created substantial provisions related to its equity investments and hence the risk level connected with a further drop in the value of the Bank's investment portfolio is low.

VII. Prospects for the Group's development

Equity investments of Bank Handlowy w Warszawie SA are divided into the following categories:

- Strategic investment portfolio,
- Restructuring exposures portfolio

1. Strategic Investment Portfolio

Strategic investment portfolio is made up equity shares in companies which help the Group to expand its product range and presence and also strengthen its competitive position on the financial services market. Examples of these investments include Dom Maklerski Banku Handlowego S.A. Towarzystwo Funduszy Inwestycyjnych Banku Handlowego S.A., Handlowy Zarządzanie Aktywami S.A., Handlowy Leasing S.A., Citileasing Sp. z o.o. and Handlowy Heller S.A..

On 2nd of August 2005 BHW's Management Board approved the new strategy for Handlowy zarządzanie Aktywami SA and Towarzystwo Funduszy Inwestycyjnych Banku Handlowego SA. The Management Board decided to split manufacturing and distribution of investment products and concentrate on distribution of asset management products manufactured by different investment institutions to streamline the concept of broad choice of products.

Brokerage activities

Brokerage activity of the Group is performed by wholly-owned Dom Maklerski Banku Handlowego SA (DMBH) which is completely owned by Bank. The major clients of DMBH in terms of revenue generation are institutional investors. DMBH aims at increasing its efforts to seek new institutional customers, especially among foreign institutions. In addition, DMBH will focus on increasing its share in servicing of domestic retail customers. Cost efficiency in this case will be achieved by close cooperation of DMBH with the Consumer Banking Sector.

Leasing activity

Leasing activities are currently conducted within the Bank Handlowy w Warszawie SA Group by two entities: Handlowy Leasing S.A. (100% indirect equity stake held by Bank Handlowy via Citileasing Sp. z o.o.) and Citileasing Sp. z o.o. (direct equity stake of 97.47%, the remaining 2.53% owned by Handlowy – Inwestycje Sp. z o.o.). The companies are currently in the process

of merging. Their market share is expected to grow and sales of leasing products are to be developed among customers of the Commercial and Investment Bank Sector.

Factoring activity

Factoring is currently carried out at the Bank Handlowy w Warszawie SA Group directly by the Bank and through a subsidiary, Handlowy Heller S.A.

Asset management

Asset management activities are conducted by two wholly-owned subsidiaries of the Bank Handlowy w Warszawie SA Group which are completely owned by Bank: Handlowy Zarządzanie Aktywami S.A. (HanZA) and Towarzystwo Funduszy Inwestycyjnych Banku Handlowego S.A. (TFI BH). The Bank's Management Board made a decision, which was approved by Supervisory Board, to sold off in both companies in aid of the main Bank's shareholder, or in aid of advisable entitle.

2. Restructuring portfolio

Apart from strategic companies, the remaining investments are classified by the Bank in the restructuring portfolio. The Bank's objective is to reduce its exposure in that portfolio.

3. Co-operation with other Citigroup members operating in Poland

Corporate finance products of Bank Handlowy w Warszawie SA will be offered in close co-operation with Citigroup Global Markets (former Schroder Salomon Smith Barney) in order to combine the execution of large, multinational transactions with local operations conducted with smaller entities.

Transfer agent services, including registry services, data processing and funds accounting were provided to TFI Banku Handlowego SA by Globalne Usługi Transakcyjne Sp z.o.o. (which became a member of Citigroup in December 2003).

Signatures of all Management Board Members

26.10.2005	Sławomir Sikora	President of Management Board	
..... Date	..... Name	..... Position / function	..... Signature
26.10.2005	Philip Vincent King	Vice- President of Management Board	
..... Date	..... Name	..... Position / function	..... Signature
26.10.2005	Reza Ghaffari	Vice- President of Management Board	
..... Date	..... Name	..... Position / function	..... Signature
26.10.2005	Lidia Jabłonowska- Luba	Member of Management Board	
..... Date	..... Name	..... Position / function	..... Signature
26.10.2005	Michał H. Mrozek	Member of Management Board	
..... Date	..... Name	..... Position / function	..... Signature