

Draft of resolutions of the Extraordinary General Meeting of Bank Handlowy w Warszawie S.A. (“the Bank”) of 6 December 2017

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

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

concerning election of the Chairman of the Extraordinary General Meeting

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

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

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

concerning approval of the Agenda

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

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

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

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

§ 1

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

.....

from the composition of the Supervisory Board of the Bank.

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

§ 2

The recall shall be effective upon adoption hereof.

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

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

§ 1

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

.....

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

therefore, acting on the basis of § 9 section 2.7 in conjunction with § 14 section 1 of the Bank's Articles of Association, the Extraordinary General Meeting of the Bank appoints

Mr./Ms. as a member of the Supervisory Board of the Bank for a common term of office of three years.

§ 2

The appointment is effective upon adoption hereof.

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

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

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

§ 1

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

§ 2

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

§ 3

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

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

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

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

§ 1

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

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

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

Department and the assessment of effectiveness of the non-compliance risk management by the Bank,

- 11) approving a strategy of the Bank's activity and the rules of prudent and stable management of the Bank,
- 12) approving the fundamental organizational structure of the Bank, harmonized with the size and profile of incurred risk and determined by the Bank's Management Board,
- 13) approving the acceptable risk level of the Bank,
- 14) approving the Bank's compliance policy,
- 15) approving the Bank's internal procedures on processes for the assessment of internal capital, capital management and capital planning,
- 16) approving the Bank's information policy,
- 17) approving of an internal control procedure,
- 18) approving remuneration policies,
- 19) *deleted*,
- 20) *deleted*,
- 21) approving the risk management strategy as well as determining the principles of reporting the types and sizes of risks in the Bank's operations to the Supervisory Board,
- 22) approving regulations of the compliance unit and the Audit Department,
- 23) approving the criteria for the assessment of adequacy and efficiency of the internal control system drafted by the Management Board of the Bank,
- 24) approving the principles of categorization of irregularities detected by the internal control system,
- 25) approving an annual plan of activities of the compliance unit,
- 26) approving the principles of cooperation of the compliance unit and the Audit Department with the corresponding entities of the dominant entity and the subordinated entity,
- 27) approving the principles of annual presentation of reports on its activities by the compliance unit to the Management Board and the Supervisory Board,
- 28) approving the principles of cooperation of the Audit Department with the external auditor,
- 29) approving the strategy of the Audit Department,
- 30) approving the auditing procedures, prepared by the Audit Department Head, ensuring objective completion of tasks by the Audit Department, the principles of transfer of employees from other organizational units of the Bank to the Audit Department, principles of professional development, including the rules for determining the number of internal auditors with professional certificates as well as the periodic assessment of work performance of internal auditors,

- 31) approving the remuneration of the Audit Department Head,
- 32) approval of strategic (long-term) and operational (annual) audit plans and amendments to such plans,
- 33) approving the remuneration of the compliance unit Head, which responsibility may be delegated by resolution to the Audit Committee,
- 34) granting consent, each time, to cooperation of the Audit Department with the corresponding unit of the dominant entity during an audit, which responsibility may be delegated by resolution to the Audit Committee,
- 35) approving the principles of presenting reports by the Audit Department to the Management Board of the Bank and the Supervisory Board.”

§ 2

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

§ 3

The resolution shall enter into force on the date it is adopted and shall come into effect on the registration of the amendment in the Register of Entrepreneurs of the National Court Register. Under Art. 34 Section 2 of the Banking Law Act, this resolution to amend the Bank’s Articles of Association requires the consent of the Polish Financial Supervision Authority.

Changes to the “Policy for the Assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A.”

1. In section 1.1 (Definitions) of the Policy for the Assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A. definition „Personal Data Protection” is deleted and replaced by the definition of "GDPR" as follows:

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

2. Section 1.5.5. of the Policy for the Assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A. shall now read as follows:

1.5.5 The documentation for the purposes of the assessment performed by the Shareholders' Meeting shall be gathered and kept by the Bank's Organisational Bureau in accordance with the provisions of GDPR.

3. Section 4.1 Sub-section a) of the Policy for the Assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A. shall now read as follows:

- a) the candidate's CV, including:
 - i) the candidate's first name and surname, and the candidate's parents' first names;
 - ii) the date of the candidate's birth, the candidate's citizenship;
 - iii) the candidate's address of usual residence at the time of submitting the appointment request; and
 - iv) detailed description of education, skills and experience;

4. Section 4.3 of the Policy for the Assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A. shall now read as follows:

4.3 With the provision of information about himself/herself, the Supervisory Board Member should be asked to submit to the Bank a written consent for processing by the Bank and the entities involved in the process of evaluating his / her personal data, included in the information necessary for the selection and evaluation process in accordance with this Policy and pursuant to GDPR regulations. The consent is voluntary and may be canceled by the Supervisory Board member at any time. Detailed information about the method and scope of processing of personal data of the Supervisory Board Member together with the consent for their processing shall be provided by the Bank to the candidates in separate information on the processing of personal data. Failure to provide the relevant data to the Bank may constitute an obstacle to the assessment of the candidate and consequently to the appointment or performance of a member of the Supervisory Board of the Bank.

5. Preliminary part of the Information form for candidates for Supervisory Board members that constitutes Appendix 2 to the Policy for the Assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A. shall now read as follows:

The form has been introduced by Bank Handlowy w Warszawie S.A. in order to execute the recommendations of the Polish Financial Supervision Authority (hereinafter the PFSA) as regards the

application of the Guidelines of the European Banking Authority related to the assessment of the qualifications of the members of the supervisory body of the bank.

Providing personal data covered by this form by candidates for members of the Supervisory Board is voluntary, but the failure by a candidate to give the consent to the processing by the Bank of her/his personal data may constitute an obstacle to the evaluation of the candidate and, consequently, to appoint or serve as a member.

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

6. Part I (Personal Details) of the Information form for candidates for Supervisory Board members that constitute Appendix 2 to the Policy for the Assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A. shall now read as follows:

First name:

.....

Surname:

.....

Parents' names:

.....

Date of birth:

Citizenship:

.....

Current address of residence:

.....

Personal ID No (PESEL):

.....

Series and number of the ID: / or

.....

Number and expiration date of the passport:

.....

7. Consent clause to processing and publishing personal data that is placed on the end of the Information form for candidates for Supervisory Board members that constitute Appendix 2 to the Policy for the Assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A. is removed in its entirety.