

**POWER OF ATTORNEY TO ATTEND  
THE EXTRAORDINARY GENERAL MEETING  
OF BANK HANDLOWY W WARSZAWIE S.A.  
TO BE HELD ON NOVEMBER 20, 2009**

**for natural persons**

I, the undersigned .....[Name and surname], holding the identity document no. ...., residing in .....[Address], represent that I am a shareholder of Bank Handlowy w Warszawie S.A. holding ..... (*Please specify the number*) common bearer shares of Bank Handlowy w Warszawie S.A. z siedzibą w Warszawie (hereinafter the **Bank**)

and I hereby authorise

Mr./Mrs./Ms. ...., passport/identity document/other official identity document no. ....,

or

..... (*Business name of the entity*), with its registered office in ..... and address in .....

to represent the Shareholder at the Bank's Extraordinary General Meeting convened at 11:00 on November 20, 2009 in Warsaw, ul. Traugutta 7/9 (hereinafter the **Extraordinary General Meeting**), in particular to attend and make statements at the Extraordinary General Meeting, to sign the attendance list and to exercise voting rights on behalf of the Shareholder from ..... (number) shares/from all shares as per the voting instructions/at the proxy's discretion.

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[Name and surname, and date]

## NOTES TO THE SHAREHOLDER

1. In the event of a discrepancy between the data of a Bank Shareholder shown in the power of attorney and the data appearing on the list of shareholders drawn up on the basis of the list obtained from the National Depository for Securities (KDPW) and forwarded to the Bank pursuant to Article 406 (3) of the Code of Commercial Companies, the Bank Shareholder may not be admitted to attend the Extraordinary General Meeting.
2. The instructions provided below for voting on individual resolutions in the course of the Extraordinary General Meeting are a confidential document between the Bank Shareholder and his proxy and shall not be disclosed to third parties, in particular the Bank, either before or after the Extraordinary General Meeting.
3. Casting of a vote by the proxy in the manner inconsistent with the instructions given by the Bank Shareholder shall not affect validity of the vote.
4. Utilisation of this form shall be at the sole and exclusive discretion of the Bank Shareholder. The Shareholder has the right to grant the power of attorney in another manner provided that the content of such power of attorney enables:
  - (a) Identification of the Shareholder casting the vote and his proxy;
  - (b) Casting of the vote within the meaning of Article 4 § 1 Section 9 of the Code of Commercial Companies;
  - (c) Filing of an objection by the Shareholders voting against the resolution; and
  - (d) Provision of voting instructions for each of the resolutions on which the Shareholder's proxy is to vote.
5. The notice of granting or revoking of the power of attorney in the electronic format shall be filed by 15:00 on the day preceding the date of the Extraordinary General Meeting, at the latest.
6. The risk inherent in the use of the means of electronic communication shall rest with the Shareholder.
7. In order to verify validity of the power of attorney granted in the electronic format and to identify the Shareholder and proxy, the Bank, upon receipt of the notice of granting of the power of attorney in the electronic format, shall check whether the scans of the documents enabling identification and verification of the shareholder and of the proxy have been enclosed and whether, for legal persons and organisational units, the rules of representation applicable to such entities have been complied with. Furthermore, the Bank shall have the right to contact by telephone using the telephone number designated by the Shareholder or send a return message in order to verify the fact of granting by a given Shareholder of the power of attorney in the electronic format. The Bank shall have the right to contact both the shareholder and the proxy.
8. All documents sent to the Bank by electronic means shall be scanned down to PDF format.

TO: [NAME AND SURNAME OF THE PROXY]

**INSTRUCTIONS ON EXERCISE OF VOTING RIGHTS THROUGH A PROXY**

Applicable to the Extraordinary General Meeting of Bank Handlowy w Warszawie S.A. to be held at 11:00 on November 20, 2009 in Warsaw, ul. Traugutta 7/9.

**RESOLUTION of the  
Extraordinary General Shareholders Meeting of  
the Bank Handlowy w Warszawie Spółka Akcyjna  
of 20 November e 2009**

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

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

<input type="checkbox"/> <b>For</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstaining</b>	<input type="checkbox"/> <b>At the proxy's discretion</b>
	<input type="checkbox"/> <b>Objection filed</b>		
<b>Number of shares:</b> _____	<b>Number of shares:</b> _____	<b>Number of shares:</b> _____	<b>Number of shares:</b> _____
<b>Comments:</b>			

**RESOLUTION of the  
Extraordinary General Shareholders Meeting of  
the Bank Handlowy w Warszawie Spółka Akcyjna  
of 20 November 2009**

**concerning approval of the Agenda**

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

<input type="checkbox"/> <b>For</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstaining</b>	<input type="checkbox"/> <b>At the proxy's discretion</b>
	<input type="checkbox"/> <b>Objection filed</b>		
<b>Number of shares:</b> _____	<b>Number of shares:</b> _____	<b>Number of shares:</b> _____	<b>Number of shares:</b> _____
<b>Comments:</b>			

**RESOLUTION of the  
Extraordinary General Shareholders Meeting of  
the Bank Handlowy w Warszawie Spółka Akcyjna  
of 20 November 2009**

**concerning election of the Voting Commission**

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

1).....

<input type="checkbox"/> <b>For</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstaining</b>	<input type="checkbox"/> <b>At the proxy's discretion</b>
	<input type="checkbox"/> <b>Objection filed</b>		
<b>Number of shares:</b> _____	<b>Number of shares:</b> _____	<b>Number of shares:</b> _____	<b>Number of shares:</b> _____
<b>Comments:</b>			

**RESOLUTION of the  
Extraordinary General Shareholders Meeting  
of Bank Handlowy w Warszawie Spółka Akcyjna  
of 20 November 2009**

**regarding the appointment of a member of the Supervisory Board**

The Extraordinary General Shareholders Meeting appoints Mr /Ms ..... to the composition of the Supervisory Board as a member of the Supervisory Board for a term of office of three years.

<input type="checkbox"/> <b>For</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstaining</b>	<input type="checkbox"/> <b>At the proxy's discretion</b>
	<input type="checkbox"/> <b>Objection filed</b>		
<b>Number of shares:</b> _____	<b>Number of shares:</b> _____	<b>Number of shares:</b> _____	<b>Number of shares:</b> _____
<b>Comments:</b>			

**RESOLUTION of the  
Extraordinary General Meeting  
of the Bank Handlowy w Warszawie Spółka Akcyjna  
of 20 November 2009**

**on amendments to the Articles of Association of the Bank**

The Extraordinary General Meeting of Shareholders, acting on the basis of §9 Section 2 Item 2 of the Articles of Association and Article 430 of the Code of Commercial Companies, resolves to amend the Articles of Association in the following manner:

1. In § 5 section 4 point 21) of the Articles of Association in the wording as follows:
  - 21) perform brokerage activities in accepting and transmitting orders for purchase or sale of financial instruments,
2. In § 5 section 4 the new point 22) shall be added to read as follows:
  - 22) to provide investment advisory service.
3. In §8 of the Articles of Association Section 7 shall now read as follows:
 

Shareholders who have the right to demand that a certain matter be placed on the agenda of a General Meeting of Shareholders, in order to exercise such right, should submit a motion to the Bank Management Board in writing or in an electronic form, along with a justification or a draft resolution related to the proposed item on the agenda, no later than twenty-one days before the date of the General Meeting of Shareholders. The Management Board shall place the matter on the agenda of the next General Meeting of Shareholders immediately, but no later than eighteen days before the scheduled date of the General Meeting of Shareholders.
4. In § 11 Section 3 shall be deleted.
5. As a result of the deletion of Section 3, current Section 4 shall become Section 3 and current Section 5 shall become Section 4.
6. According to Article 430 of the Code of Commercial Companies, the Supervisory Board shall be authorized to establish the consolidated version of the Articles of Association, reflecting the amendments made by this Resolution.

7. The amendments to the Articles of Association, being subject of this Resolution, shall come into effect upon its registration in the register of entrepreneurs of the National Court Registry.

8. This Resolution shall come into effect upon adoption.

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

**RESOLUTION of the  
Extraordinary General Shareholders Meeting  
of the Bank Handlowy w Warszawie Spółka Akcyjna  
of 20 November 2009**

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

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

1. A new § 5 shall be added and shall read as follows;

§ 5

1. Subject to limitations set out in the Commercial Companies' Code the Bank's shareholders may contact the Bank by electronic means of communication. In particular, the Bank's shareholders may submit motions, requests, ask questions and send notices and documents.
2. The shareholders will electronically communicate with the Bank by using a special dedicated e-mail address.
3. The risk related to the use by the Bank's shareholder of the electronic form of communication with the Bank shall be borne by the shareholder.
4. When the shareholder electronically sends documents which in the original were drawn up in a language other than Polish, he/she shall attach to them their translation into Polish prepared by a sworn translator.
5. Any documents which are sent electronically by the shareholder to the Bank or by the Bank to the shareholder have to be scanned in a PDF format."

2. Current § 5 shall become § 6 and new Sections 3 and 4 shall be added. As a result of the preceding new § 6 shall read now as follows;

## § 6

1. A shareholder being an individual person may participate in the General Meeting and exercise its voting rights personally or acting through an attorney.
  2. A shareholder being a legal entity may participate in the General Meeting and exercise its voting rights through a person entitled to submit declarations of will in its name, or acting through an attorney.
  3. A power of attorney to attend the General Meeting and exercise the right to vote must be granted in writing or in electronic form.
  4. The forms to be used for voting through an attorney are available from the date of convening the General Meeting on the Bank's website."
3. After new § 6 a new § 7 shall be introduced and shall read as follows:

## § 7

1. If a power of attorney is granted in writing then the attorney is obliged to present , while preparing the attendance list following documents:
    - 1)an original of the power of attorney;
    - 2)a scanned image of an extract from the register with which the shareholder is registered; or a scanned image of a document confirming the powers of the persons acting on behalf of such a shareholder; and
    - 3)document enabling to identify the attorney.
  2. Should any of the above mentioned documents were drawn up in a language other than Polish, the attorney shall attach to them their translation into Polish prepared by a sworn translator."
4. After new § 7 a new § 8 shall be introduced and shall read as follows:

## § 8

1. A shareholder granting a power of attorney must notify the Bank of having granted the power of attorney in electronic form using the following, dedicated e-mail address.
2. The notification must contain the shareholder's phone number and e-mail address, as well as the attorney's phone number and e-mail address that can be used by the Bank to contact the shareholder and the attorney. The notification of having granted a power of attorney should also contain the scope of the power of attorney, i.e. the number of shares in respect of which the right to vote is to be exercised and the date of the General Meeting at which the right is to be exercised.
3. The notification of having granted a power of attorney in an electronic form to be sent by the shareholder to the Bank must be accompanied the text of the power of attorney, excluding instructions for exercising the right to vote by attorney.

4. If the power of attorney is not granted by a natural person, the shareholder must provide the Bank with the following:
  - (a) a scanned image of an extract from the register with which the shareholder is registered; or
  - (b) a scanned image of a document confirming the powers of the persons acting on behalf of such a shareholder.
5. If the power of attorney has been granted to an entity other than a natural person, the shareholder must provide the Bank also with the following:
  - 1) a scanned image of an extract from the register with which the attorney is registered; or
  - 2) a scanned image of any other document confirming that such an entity exists.
6. The procedure described above applies accordingly to notifying the Bank, by electronic means, of having revoked the power of attorney.
7. The notification of having granted or revoked the power of attorney in an electronic form should be given not later than by 15.00 on the day preceding the day of the General Meeting.
8. Nothing in the procedure described above may be construed as releasing the attorney from the obligation to provide, while preparing the attendance list of the persons eligible to attend the General Meeting, documents to identify the attorney."
5. After new § 8 a new § 9 shall be introduced and shall read as follows:

§ 9

1. In order to verify the validity of the power of attorney granted in an electronic form and to identify the Bank's shareholder and their attorney, the Bank must, upon receipt of a notification of having granted the power of attorney in an electronic form in accordance with the provisions of § 8 above, verify whether the notification contains such information and is accompanied by such scanned images of documents as specified in § 8 above and, in the case of persons other than natural persons, whether the power of attorney has been granted by a person or persons authorised to represent the entity granting the power of attorney.
2. The Bank may use the phone number provided by the shareholder in accordance with § 8 above or send a return e-mail to contact the shareholder and/or their attorney in order to verify the granting by that shareholder of a power of attorney in electronic form. The Bank shall have the right to contact both a shareholders and the attorney.
3. The Bank may also take other actions to identify the shareholder and their attorney in order to verify the validity of a power of attorney granted in electronic form, with such actions to be proportional to the intended purpose.
4. The Bank will not be bound by a notification of having granted or revoked a power of attorney in an electronic form if the notification fails to comply with the requirements specified in § 8 above."



6. After new § 8 a new § 9 shall be introduced and shall read as follows:

§ 10

1. Members of the Bank's Management Board and the Bank's employees may act as attorneys for the Bank's shareholders at the General Meeting.
2. If the attorney for a shareholder at the General Meeting is:
  - 1) a member of the Bank's Board,
  - 2) a member of the Bank's Supervisory Board,
  - 3) an employee of the Bank or
  - 4) a member of a governing body of the Bank's subsidiary or an employee of such a subsidiary,  
the power of attorney may authorise to represent that shareholder only at the one General Meeting. The attorney must disclose to the Bank's shareholder any circumstances indicating that a conflict of interest has occurred or may occur. Further powers of attorney may not be granted.
3. If the Bank's shareholder appoints a attorney as referred to above, the shareholder must provide the attorney with instructions on how to vote and the attorney is obliged to vote in accordance with such instructions."

7. As a result of the above described amendments:

- Current § 6 shall became § 11.
- Current § 7 shall became § 12.
- Current § 8 shall became § 13.
- Current § 9 shall became § 14.
- Current § 10 shall became § 15.
- Current § 11 shall became § 16.
- Current § 12 shall became § 17.
- Current § 13 shall became § 18.
- Current § 14 shall became § 19 and second sentence in Section 2 of the new § 19 shall be deleted. As a result § 19 Section shall now read as follows:

"2. With respect to matters not included in the agenda, resolutions may not be adopted, unless the entire share capital is represented at the General Meeting and no present person opposes to the adoption of such resolution."

- Current § 15 shall became § 20.
- Current § 16 shall became § 21.
- Current § 17 shall became § 22.
- Current § 18 shall became § 23.
- Current § 19 shall became § 24.
- Current § 20 shall became § 25.
- Current § 21 shall became § 26.
- Current § 22 shall became § 27 and shall now read as follows:

§ 27

1. A shareholder shall not be entitled to vote personally or through an attorney for any other person on a resolution relating to:

- 1)disputes between such shareholder and the Bank,
- 2)such shareholder’s liability toward the Bank,
- 3)discharging such shareholder from the performance of duties,
- 4))releasing from any obligation toward the company.

2. A shareholder may vote as an attorney on a resolutions relating to matters set out in Section 1.

3. In the case set out in Section 2, attorney must disclose to the Bank’s shareholder any circumstances indicating that a conflict of interest has occurred or may occur. Further powers of attorney may not be granted.

4. In the case set out in Section 2, the shareholder must provide the attorney with instructions on how to vote and the attorney is obliged to vote in accordance with such instructions."

- Current § 23 shall became § 28.
- Current § 24 shall became § 29.
- Current § 25 shall became § 30.
- Current § 26 shall became § 31.
- Current § 27 shall became § 32.
- Current § 28 shall became § 33.
- Current § 29 shall became § 34.
- Current § 30 shall became § 35.
- Current § 31 shall became § 36.

II. The Management Board shall be authorized to establish the consolidated version of the Rules of the General Meeting of Shareholders, reflecting the amendments made by this Resolution.

III. The amendments to the Rules of the General Meeting of Shareholders, being subject of this Resolution, shall come into effect upon registration of amendments to the Articles of Association, made by Resolution No. [...] of the General Meeting of Shareholders dated 20 November 2009.

IV. This Resolution shall come into effect upon adoption.

<input type="checkbox"/> <b>For</b>   <b>Number of shares:</b> _____	<input type="checkbox"/> <b>Against</b>  <input type="checkbox"/> <b>Objection filed</b>  <b>Number of shares:</b> _____	<input type="checkbox"/> <b>Abstaining</b>   <b>Number of shares:</b> _____	<input type="checkbox"/> <b>At the proxy’s discretion</b>   <b>Number of shares:</b> _____
<b>Comments:</b>			

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[Name and surname of the shareholder]

## **EXPLANATORY NOTES**

1. A Bank Shareholder issues the instructions by placing "X" or "✓" next the intended voting method. In the "Comments" field, the Bank Shareholder may enter additional comments for the proxy. The space below each method of voting for entering the number of shares enables the Bank Shareholder to exercise voting rights from the shares held in a non-uniform manner. No entry in that field means that the Shareholder is to exercise his voting rights using the designated voting method from all of the shares held.
2. As the draft resolutions presented above may differ from the final draft resolutions submitted to voting at the Extraordinary General Meeting, it is recommended that the method of voting adopted by the proxy be specified in the "Comments" field for the avoidance of doubt.