

**,POWER OF ATTORNEY TO ATTEND
THE ORDINARY GENERAL MEETING
OF BANK HANDLOWY W WARSZAWIE S.A.
TO BE HELD ON JUNE 20, 2012**

for the entities other than natural persons

I, the undersigned / We, the undersigned,

Name and surname

acting on behalf of:, with its registered office in

represent that (*Name and surname/business name of the shareholder*) (hereinafter the **Shareholder**) holds (*Please specify the number*) common bearer shares of Bank Handlowy w Warszawie S.A. z siedzibą w Warszawie (hereinafter the **Bank**)

and I/we hereby authorise:

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

or

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

to represent the Shareholder at the Ordinary General Meeting of the Bank convened at 11:00 on June 20, 2012, in Warsaw, ul. Traugutta 7/9 (hereinafter the **Ordinary General Meeting**), in particular to attend and make statements at the Ordinary General Meeting, to sign the attendance list and to exercise voting rights on behalf of the Shareholder from(*number*) shares / from all shares as per the instructions as to the mode of voting / at the proxy's discretion.

[Name and surname, title and date]

[Name and surname, title and date]

**POWER OF ATTORNEY TO ATTEND
THE ORDINARY GENERAL MEETING
OF BANK HANDLOWY W WARSZAWIE S.A.
TO BE HELD ON JUNE 20, 2012**

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 Ordinary General Meeting convened at 11 .00 on June 20, 2012 in Warsaw, ul. Traugutta 7/9 (hereinafter the **Ordinary General Meeting**), in particular to attend and make statements at the Ordinary 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.

[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 Ordinary General Meeting.
2. The instructions provided below for voting on individual resolutions in the course of the Ordinary 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 Ordinary 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 Ordinary 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 Ordinary General Meeting of Bank Handlowy w Warszawie S.A. to be held at 11:00 on June 20 , , 2012 in Warsaw, ul. Traugutta 7/9.

*Draft Resolution to Item
2 of the Agenda of the
Ordinary General
Shareholders Meeting
held on 20 June 2012*

**Resolution No 1/2012 of the
Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka
Akcyjna of 20 June 2012**

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

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

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

*Draft Resolution to Item 4 of the Agenda
of the Ordinary General Shareholders
Meeting held on 20 June 2012*

**Resolution No 2/2012 of the
Ordinary General Shareholders Meeting of
the Bank Handlowy w Warszawie Spółka Akcyjna
of 20 June 2012**

concerning approval of the Agenda

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

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

*Draft Resolution to Item 5 of the Agenda
of the Ordinary General Shareholders
Meeting held on 20 June 2012*

**Resolution No 3 /2012 of the
Ordinary General Shareholders Meeting of
the Bank Handlowy w Warszawie Spółka Akcyjna
of 20 June 2012**

concerning election of the Voting Commission

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

1)

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

**Resolution No 4 /2012 of the
Ordinary General Shareholders Meeting of
the Bank Handlowy w Warszawie Spółka Akcyjna
of 20 June 2012**

concerning election of the Voting Commission

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

1)

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

**Resolution No 5 /2012 of the
Ordinary General Shareholders Meeting of
the Bank Handlowy w Warszawie Spółka Akcyjna
of 20 June 2012**

concerning election of the Voting Commission

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

1)

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

Draft Resolution to Item 6 Sub-point 1) of the Agenda of the Ordinary General Shareholders Meeting held on 20 June 2012

RESOLUTION No. 6/2012

of the Ordinary General Shareholders Meeting of Bank Handlowy w Warszawie Spółka Akcyjna of 20 June 2012

concerning consideration and approval of the Management Board's report on the activity of Bank Handlowy w Warszawie S.A. in the year 2011 and of the annual financial statements of Bank Handlowy w Warszawie S.A. for the period ending on 31 December 2011

Pursuant to Article 395 § 2 Item 1) of the Commercial Companies Code and § 9 Paragraph 1 Item 1 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting of Bank Handlowy w Warszawie S.A., having considered the Management Board's report on the activity of Bank Handlowy w Warszawie S.A. in the year 2011 and the annual financial statements of Bank Handlowy w Warszawie S.A. for the period ending on 31 December 2011, has resolved as follows:

- 1) To approve the Management Board's report on the activity of Bank Handlowy w Warszawie S.A. in the year 2011, including the Report regarding compliance with corporate governance rules incorporated in 2011.
- 2) To approve the annual financial statements of Bank Handlowy w Warszawie S.A. for the period ending on 31 December 2011, comprising:
 - a) Balance sheet prepared as at 31 December 2011 showing a balance sheet total of PLN 41 542 014 115,66 ;
 - b) Profit and loss account for the year 2011 showing a net profit of PLN 721 293 882,54 ;
 - c) Statement of comprehensive income for the year 2011 showing a total comprehensive income of PLN 683 657 418,65 ;
 - d) Statement of changes in equity for the year 2011 showing an equity balance of PLN 6 355 588 270,50 ;
 - e) Cash flow statement for the year 2011 showing decrease in the net cash balance of PLN 2 257 441 894,79 and
 - f) Additional information and explanatory notes together with the independent auditor's opinion and report.

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

Draft Resolution to Item 6, Sub-point 2) of the Agenda of the Ordinary General Shareholders Meeting held on 20 June 2012

**Resolution No 7/2012 of the
Ordinary General Shareholders Meeting of
the Bank Handlowy w Warszawie Spółka Akcyjna
of 20 June 2012**

on consideration and approval of the report of the Supervisory Board of the Bank Handlowy w Warszawie S.A. from its activity for the period of time from the date of the Bank's Ordinary General Shareholders Meeting held in 2011 to the date of the Ordinary General Shareholders Meeting in 2012 including Supervisory Board's results of evaluation following reports: Bank Handlowy w Warszawie S.A. and its Capital Group financial reports and report from activity in year 2011, and the Management Board's motion on distribution of the net profit for year 2011

After considering the report of the Supervisory Board of the Bank Handlowy w Warszawie S.A. from its activity for the period from the date of the Ordinary General Meeting of Shareholders held in 2011 to the date of the Ordinary General Shareholders Meeting in 2012, including Supervisory Board's results of evaluation following reports: Bank Handlowy w Warszawie S.A. and its Capital Group financial reports and report from activity in year 2011, and the Management Board's motion on distribution of the net profit for year 2011, the Ordinary General Shareholders Meeting resolved to approve this report.

Attachment to the Resolution

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

for the period from the date of the Ordinary General Meeting of Shareholders in 2011
to the date of the Ordinary General Meeting of Shareholders in 2012

I. Compositions of the Supervisory Board

During the reporting period, the Supervisory Board was composed of:

Mr. Stanisław Sołtysiński	Chairman of the Board	entire reporting period
Mr. Shirish Apte	Vice Chairman of the Board	entire reporting period
Mr. Andrzej Olechowski	Vice Chairman of the Board	entire reporting period
Mr. Igor Chalupiec	Member of the Board	entire reporting period
Mr. Mirosław Gryszka	Member of the Board	entire reporting period
Mr. Frank Mannion	Member of the Board	entire reporting period
Mr. Dariusz Mioduski	Member of the Board	from September 12, 2011
Mr. Marc Luet	Member of the Board	entire reporting period
Mr. Krzysztof Opolski	Member of the Board	entire reporting period
Mr. Stephen Simcock	Member of the Board	entire reporting period
Mr. Wiesław Smulski	Member of the Board	until July 14, 2011
Mr. Alberto J. Verme	Member of the Board	entire reporting period
Mr. Stephen R. Volk	Member of the Board	entire reporting period

During the reporting period, the Committees of the Supervisory Board were composed of:

Audit Committee

Mr. Mirosław Gryszka	Chairman of the Committee	entire reporting period
Mr. Stephen Simcock	Vice Chairman of the Committee	entire reporting period
Mr. Shirish Apte	Member of the Committee	entire reporting period
Mr. Frank Mannion	Member of the Committee	entire reporting period
Mr. Krzysztof Opolski	Member of the Committee	entire reporting period
Mr. Wiesław Smulski	Member of the Committee	until July 14, 2011

Remuneration Committee

Mr. Stanisław Sołtysiński	Chairman of the Committee	entire reporting period
Mr. Alberto J. Verme	Vice Chairman of the Committee	entire reporting period
Mr. Shirish Apte	Member of the Committee	entire reporting period
Mr. Andrzej Olechowski	Member of the Committee	entire reporting period

Strategy and Management Committee

Mr. Shirish Apte	Chairman of the Committee	entire reporting period
Mr. Andrzej Olechowski	Member of the Committee	entire reporting period
Mr. Igor Chalupiec	Member of the Committee	entire reporting period
Mr. Mirosław Gryszka	Member of the Committee	entire reporting period
Mr. Stanisław Sołtysiński	Member of the Committee	entire reporting period
Mr. Alberto J. Verme	Member of the Board	entire reporting period
Mr. Stephen R. Volk	Member of the Board	entire reporting period

Risk and Capital Committee

Mr. Alberto J. Verme	Chairman of the Committee	entire reporting period
Mr. Igor Chalupiec	Vice Chairman of the Committee	entire reporting period
Mr. Andrzej Olechowski	Member of the Committee	entire reporting period
Mr. Stephen Simcock	Member of the Committee	entire reporting period

The Supervisory Board wants to emphasize that, during the entire reporting period, it was composed of persons demonstrating the extensive knowledge of law, economics, banking, management and finance. A significant part of its Members have practical knowledge acquired as managers in international economic institutions. In the Supervisory Board's opinion, the expertise of its Members ensures due performance of its tasks resulting from applicable laws and regulations. The structure of the Board, including its committees, is shaped so that the Board and its committees can make the most of the expertise of its Members to contribute to the accomplishment of the goals and objectives assigned to the Supervisory Board.

II. ASSESSMENT OF FINANCIAL RESULTS AND GENERAL SITUATION OF THE COMPANY

- (i) In 2011, the economy grew at a fast and stable rate. This influenced the condition of the banking sector in Poland, whose profitability and equity position improved again in 2011.
In 2011, the Bank's net profit amounted to PLN 721.3 million, while it maintained strong equity and liquidity ratios. The Bank focused on expanding its loan portfolio and on increasing the number of operating accounts, as well as on the strategic goals of quality improvement and innovation.
- (iii) The main factors that determined financial performance in 2011 were: a significant decline in net write-downs for impairment of financial assets; lower operating income and increased operating costs and depreciation. Lower income in 2011 was largely the result of lower income from debt securities held as investment and lower net interest income. The increase in operating costs in 2011 was mainly related to overhead costs

incurred for business development in retail banking. As a result, the cost efficiency ratio (cost to income) was approximately 58.5 percent.

- (iv) The Supervisory Board welcomes the reduced credit risk in 2011. The decline in net write-downs for impairment of financial assets was related to the improved quality of the credit portfolio, mainly in retail banking, due to changes in lending policy. Furthermore, the corporate banking sector kept the cost of risk at a very low level, comparable to 2010. One should also mention the decline in the non-performing loans ratio, which at the end of 2011 reached 8.5 percent (10.3 percent at the end of 2010).
- (v) In 2011, debt instruments held for trading and loans granted to clients were the largest components of the Bank's assets. At the end of 2011, the balance of loans granted to clients outside the banking sector increased year-on-year by PLN 2.4 billion, or 20 percent. The Supervisory Board notes with satisfaction the significant increase in lending in the corporate banking sector — the balance of loans in this sector increased at the end of 2011 by PLN 2.5 billion, or 45 percent, year-on-year. Accounts payable owed to clients other than banks remained the largest liability, which increased by 0.6 percent in comparison to 2010. This resulted from higher balance of deposits from the non-financial sector (an increase of PLN 1.2 billion, or 6 percent). This was primarily an increase in current account deposits, which grew by PLN 1 billion, or 9 percent, justifying the Bank's strategy of focusing on active current account users.
- (vi) At the end of 2011, the Bank's equity fell slightly (by 0.7 percent) year-on-year. In the opinion of the Supervisory Board, the Bank's equity is sufficient to ensure the financial security of the organization and the security of deposits, as well as to provide growth opportunities. As of the end of 2011, the Bank's capital adequacy ratio stood at 15.8 percent and continues to be one of the highest among large banks in Poland. The high capital adequacy ratio achieved by the Bank confirms its financial security and strong equity position.
- (vii) The Supervisory Board approves of the Bank's results in terms of business growth, particularly in relation to lending and the number of operating accounts. In the corporate banking sector, the Bank maintained its leading position through the above-mentioned significant increase in receivables from corporate clients, which grew in 2011 by 45 percent year-on-year. Furthermore, the Bank's financial and transactional services for businesses remained popular with clients and the market, as shown by eight distinctions received by the Bank at the 16th Europrodukt competition. In 2011, the Bank continued to expand its portfolio of financial services for trading companies — in 2011 the sales of these products exceeded PLN 5.5 billion and were 85 percent higher than in the previous year. The Bank maintained its leadership position in custody services for foreign institutional investors and depository services provided to domestic financial organizations, particularly pension funds, investment and insurance capital funds. The Bank's foreign exchange products and services performed very well as far as foreign exchange transactions with corporate clients are concerned. In this segment, sales grew by 23 percent in comparison to 2010. The innovative web-based CitiFX Pulse platform has been consistently popular with clients. In 2011, approximately 70 percent of the surveyed who conducted foreign exchange transactions actively used this platform.

The Bank also offered investment banking services — in 2011, the Investment Banking team created in 2010 maintained its strong position in consulting services in connection with key transactions on capital markets through its participation in leading initial public offerings involving companies with the Treasury as a shareholder.

In retail banking, the focus in 2011 was on operating accounts; their number grew by 38,500, or 30 percent year-on-year. Furthermore, the Bank's retail portfolio was expanded by the introduction of innovative products and services, including the groundbreaking Bump To Transfer fast transfers arranged by phone and the Fotokasa application offered as part of the CitiMobile package. The Bank also expanded its portfolio of credit cards while maintaining its leadership position, as confirmed by its 22 percent market share in terms of transaction value.

In 2011, the Bank continued to optimize its branch network in order to improve efficiency. At the same time, alternative distribution channels were developed, such as the Citibank Online electronic banking platform, and CitiMobile.

The Supervisory Board believes that the Bank has been effective in its implementation of the strategy of innovation and quality improvement. In addition to many innovative solutions introduced in 2011, the Bank opened the first Banking Product Research and Development Center in Poland, tasked with developing and improving banking products, so as to meet the changing needs of clients and to support their development. The high quality of services provided by the Bank was confirmed by a survey, in which 71 percent of respondents reported an improvement in customer service quality in 2011.

- (viii) The Supervisory Board reviews on a regular basis the Bank's cooperation with its majority shareholder. This cooperation takes place on several levels, including, most importantly, the implementation of new banking products and information technology systems, risk management, financial control, HR management and internal control. The Supervisory Board endorsed the Board's efforts to achieve an adequate settlement of payments for services provided by the majority shareholder.
- (ix) Due to the continuing uncertainty about the future on the financial markets in Europe and the further increase in risk aversion, which may in turn reduce the inflow of foreign capital to Poland, as well as weaken the Polish currency, the Supervisory Board deems it necessary to continue to closely work with the Management Board in order to study the impact of these factors on the situation of the Bank.
- (x) In view of the Bank's financial performance and its secure position, stable capital and liquidity ratios, as well as the innovative product portfolio, the Supervisory Board approves of its operations in 2011 and believes that the steps already taken or planned will allow Bank Handlowy w Warszawie S.A. to achieve optimum financial performance and strengthen its position in a demanding market environment.

III. ASSESSMENT OF THE INTERNAL CONTROL SYSTEM AND RISK MANAGEMENT SYSTEM THAT COVERS RISKS SIGNIFICANT TO THE BANK

- (i) In accordance with its Articles of Association, the Bank has in place an internal control system that monitors if the Bank's activities are lawful and correct and if its financial statements and disclosures are accurate.

- (ii) The primary objective of the internal control system is to support decision-making processes that are to ensure the effectiveness and efficiency of the Bank's operations, the reliability of its financial reporting and the compliance of the Bank's activities with applicable laws and internal regulations. The internal control system includes risk control mechanisms, reviews of the Bank's compliance with laws & internal regulations and internal audit.
- (iii) Internal audit tasks are carried out at the Bank by the Internal Audit Department, which, organizationally, is a separate unit in the organizational structure of the Bank and reports directly to the Management Board. The tasks of the Internal Audit Department include independent and objective audits and assessments of adequacy and effectiveness of its internal control system and providing opinions on the management system of the Bank, including the effectiveness of management of all risks connected with the Bank's operations.
- (iv) Functional internal control is a duty of each employee of the Bank and, additionally, of his or her direct manager and associates, and of managers of organizational units of the Bank in the scope of quality, correctness and execution by individual employees of their tasks in order to ensure the compliance of such activities with procedures and controls of the Bank.
- (v) The Internal Audit Department is overseen by the Supervisory Board of the Bank. The Internal Audit Department submits, on a regular basis, but at least annually, to the Supervisory Board and Management Board, its reports on any identified irregularities and deficiencies, as well as recommendations formulated after internal audits, and activities initiated to rectify such irregularities and to implement such recommendations. The head of the Internal Audit Department is invited to participate in all meetings of the Management Board and Supervisory Board.
- (vi) The Supervisory Board has established a permanent Audit Committee. Its powers and duties include: oversight over financial reporting, risk management and internal & external audits. The Committee submits annual reports on its activities to the Supervisory Board.

The Supervisory Board positively assesses the functioning of the internal control system at the Bank.
- (vii) The Supervisory Board has established a permanent Risk and Capital Committee. The Committee has been entrusted with tasks in the scope of oversight over the risk management system used by the Bank and of assessment of its effectiveness. The Committee submits annual reports on its activities to the Supervisory Board. The powers of the Committee in the scope of supervision over the risk management system include, without limitation, verifications of compliance of the Bank's policy in the scope of assumed risks with the strategy and financial plan of the Bank, verifications and recommendations to the Supervisory Board in respect of the general risk level of the Bank, and reviews of periodic reports on the types and amounts of risks connected with the Bank's activities.

The Supervisory Board positively assesses the functioning of the system used by the Bank to manage significant risks.

IV. ASSESSMENT OF ACTIVITIES OF THE SUPERVISORY BOARD

- (i) Corporate Governance

In the reporting year, the Board, within the framework of its powers, adhered to corporate governance principles that apply to public companies.

(ii) Settlements between the Bank and Citigroup

In the reporting period, the Supervisory Board monitored and supervised the settlement process of transactions between the Bank and its main shareholder – Citi. The supervision covered such issues as delivery and development of applications being part of implementation of a unified information technology platform for the Consumer Retail Banking, and use by the Bank of Human Resources software packages. The costs for business advisory and support services provided to the Bank by Citi companies in 2010 were also a subject of the analysis by the Supervisory Board, as a result of which the Supervisory Board decided to delegate its members to perform supervisory functions regarding the above-mentioned service agreement. The Supervisory Board members determined the costs for technology support services provided to the Bank in 2011, including information technology systems and the process of obtaining a license to use such systems. The matters approved by the Supervisory Board included also entering by the Bank into the agreements for entrusting Citi entities with performance of factual banking activities, including rental of capacity, development and support of information technology environment for data processing in information technology applications which support Consumer Banking operations.

(iii) Amendments to the Articles of Association and Rules of the Bank

At the meeting held on December 9, 2011, the Supervisory Board endorsed amendment of the Bank's Articles of Association to reflect the provisions of Resolution No. 258/2011 of the Polish Financial Supervision Authority granting a new competence to the Supervisory Board concerning adoption of the general policy on variable components of the remuneration of staff members holding managerial positions at the Bank and concerning periodic reviews of the policy. At the same meeting, the Supervisory Board adopted amendment of the Audit Regulations to reflect the recommendation of the Polish Financial Supervision Authority pertaining to the operations of the audit committees. The Supervisory Board, by means of the Resolution of February 8, 2012, introduced the consolidated version of the Articles of Association of the Bank and the consolidated wording of the Regulations of the Bank's Shareholders Meeting.

(iv) Other Issues

By means of the Resolution of October 10, 2011, the Supervisory Board approved the Regulations on lending, cash loans, banking guarantees, warranties and other banking products which create off-balance liabilities of the Bank towards the individuals and entities related to the Bank.

At the meeting of October 26, 2011, the meeting participants reviewed and discussed matters related to the strategy of the Bank. At the next meeting on December 9, 2011, the Supervisory Board approved the "Audit Plan 2012 for Bank Handlowy w Warszawie S.A." along with the updated "Audit Principles of Bank Handlowy w Warszawie S.A." and "Internal Control Principles of Bank Handlowy w Warszawie S.A." It also adopted information on preliminary financial plan of the Bank for 2012.

By means of the Resolution of February 6, 2012, the Supervisory Board expressed its opinion on the observance by the Bank of the principles and recommendation on the corporate governance contained in the Code of Best Practice for WSE Listed Companies, regarding its amendment dated August 31, 2011 and October 19, 2011, respectively.

At the meeting on March 2012, the Supervisory Board adopted resolution on approval of of the “Report of the Compliance Department on performance of compliance functions at Bank Handlowy w Warszawie S.A. in 2011, including performance of tasks in the scope of process control and security assurance”. It also approved the updated document “Principles of prudent and stable risk management at the Capital Group of Bank Handlowy w Warszawie SA” and determined general acceptable risk level at the Bank in 2012, as well as approved the “Capital management at the Capital Group of Bank Handlowy w Warszawie S.A. in 2012. At the same meeting, the Supervisory Board adopted the reports on activities of the Audit Committee, the Risk and Capital Committee and the Compensation Committee.

At the Supervisory Board’s meeting in May, the meeting participants discussed the strategy of further development of the Bank.

In the reporting period, the Supervisory Board monitored the implementation of the strategic assumptions of the Bank, paying special attention to the Bank’s risk and capital management.

V. ASSESSMENT OF THE FINANCIAL STATEMENTS OF THE BANK

At the meeting, held on March 16, 2012, the Supervisory Board positively assessed: the Management Board’s report on the activities of the Bank and the Bank’s Group of Companies in the financial year 2011 and the financial statements of the Bank and the Bank’s Group of Companies for the financial year 2011, taking into consideration the auditor’s opinion and report on the audit of the financial statements of the Bank and the Bank’s Group of Companies, prepared by KPMG Audyt spółka z ograniczoną odpowiedzialnością spółka komandytowa, the auditor of the Bank – and concluded that the submitted Management Board’s report on the activities of the Bank in the financial year 2011 and the financial statements of the Bank and the Bank’s Group of Companies for the financial year 2011 were prepared in accordance with the books of account and documents and, also, in accordance with the actual status and the requirements of the Accounting Act. At the same meeting, a resolution concerning the selection of the auditor was passed.

The Supervisory Board positively assessed the recommendation concerning the distribution of profits for the financial year 2011, submitted by the Management Board.

Taking the above into consideration, the Supervisory Board finds that in the reporting period it accomplished its goals, assigned to it under applicable laws and regulations.

This report was examined and accepted by way of resolution at the meeting of the Supervisory Board held on May 21, 2012 in order to submit it to the Ordinary General Meeting of Shareholders of the Bank.

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

Draft Resolution to Item 6, Sub-point 3) of the Agenda of the Ordinary General Shareholders Meeting held on 20 June 2012

**RESOLUTION No. 8/2012
of the Ordinary Shareholders Meeting
of Bank Handlowy w Warszawie Spółka Akcyjna
of 20 June 2012**

concerning consideration and approval of the report on the activity of the Capital Group of Bank Handlowy w Warszawie S.A. in the year 2011 and of the annual consolidated financial statements of the Capital Group of Bank Handlowy w Warszawie S.A. for the period ending on 31 December 2011

Pursuant to Article 395 § 5 of the Commercial Companies Code in conjunction with Article 55 Paragraph 5 and Article 53 Paragraph 1 of the Accounting Act of 29 September 1994 (Journal of Laws No. 121 Item 591, as amended), the Ordinary General Shareholders Meeting of Bank Handlowy w Warszawie S.A., having considered the report on the activity of the Capital Group of Bank Handlowy w Warszawie S.A. in the year 2011 and the annual consolidated financial statements of the Capital Group of Bank Handlowy w Warszawie S.A. for the period ending on 31 December 2011, has resolved as follows:

- 1) To approve the report on the activity of the Capital Group of Bank Handlowy w Warszawie S.A. in the year 2011;
- 2) To approve the annual consolidated financial statements of the Capital Group of Bank Handlowy w Warszawie S.A. for the period ending on 31 December 2011, comprising:
 - a) Consolidated balance sheet prepared as at 31 December 2011 showing a balance sheet total of PLN 42 278 199 694,53 ;

- b) Consolidated profit and loss account for the year 2011 showing a net profit of PLN 736 412 855,24 ;
- c) Consolidated statement of comprehensive income for the year 2011 showing a total comprehensive income of PLN 702 062 464,83 ;
- d) Statement of changes in the consolidated equity for the year 2011 showing an equity balance of PLN 6 444 482 783,20 ;
- e) Consolidated cash flow statement for the year 2011 showing an decrease in the net cash balance of PLN 2 257 606 836,89 ; and
- f) Additional information and explanatory notes together with the independent auditor's opinion and report.

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

Draft Resolutions to Item 6, Sub-point 4) of the Agenda of the Ordinary General Shareholders Meeting held on 20 June 2012

**RESOLUTION No 9/2012 of the
Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka
Akcyjna of 20 June 2012
on granting of approval of the performance by the member of the Bank's Management Board
of duties in 2011**

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the approval of the performance of duties in 2011 by the member of the Management Board of the Bank Handlowy w Warszawie S.A- Iwona Dudzińska

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

**RESOLUTION No 10/2012 of the
Ordinary General Shareholders Meeting the Bank Handlowy w Warszawie Spółka Akcyjna
of 20 June 2012
on granting of approval of the performance by the member of the Bank's Management Board
of duties in 2011**

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the approval of the performance of duties in 2011 by the member of the Management Board of the Bank Handlowy w Warszawie S.A- Michał Mrożek.

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

**RESOLUTION No 11/2012
of the Ordinary General Shareholders Meeting
the Bank Handlowy w Warszawie Spółka Akcyjna
of 20 June 2012**

**on granting of approval of the performance by the member of the Bank's Management Board
of duties in 2011**

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the approval of the performance of duties in 2011 by the member of the Management Board of the Bank Handlowy w Warszawie S.A- Robert Daniel Massey JR .

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

**RESOLUTION No 12/2012
of the Ordinary General Shareholders Meeting
of the Bank Handlowy w Warszawie Spółka Akcyjna of 20 June 2012**

**on granting of approval of the performance by the member of the Bank's Management Board
of duties in 2011**

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the approval of the performance of duties in 2011 by the member of the Management Board of the Bank Handlowy w Warszawie S.A- Sławomir Sikora.

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

**RESOLUTION No 13/2012
of the Ordinary General Shareholders Meeting
of Bank Handlowy w Warszawie Spółka Akcyjna
of 20 June 2012**

**on granting of approval of the performance by the member of the Bank's Management Board
of duties in 2011**

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the approval of the performance of duties in 2011 by the member of the Management Board of the Bank Handlowy w Warszawie S.A- Misbah Ur-Rahman-Shah .

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

**RESOLUTION No 14/2012
of the Ordinary General Shareholders Meeting of
the Bank Handlowy w Warszawie Spółka Akcyjna
of 20 June 2012**

**on granting of approval of the performance by the member of the Bank's Management Board
of duties in 2011**

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the approval of the performance of duties in 2011 by the member of the Management Board of the Bank Handlowy w Warszawie S.A- Sonia Wędrychowicz-Horbatowska.

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

**RESOLUTION No 15/2012 of the
Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka
Akcyjna of 20 June 2012
on granting of approval of the performance by the member of the Bank's Management Board
of duties in 2011**

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the approval of the performance of duties in 2011 by the member of the Management Board of the Bank Handlowy w Warszawie S.A- Witold Zieliński.

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

*Draft Resolutions to Item 6, Sub-point 5)
of the Agenda of the Ordinary General
Shareholders Meeting held on 20 June
2012*

**RESOLUTION No 16/2012 of the
Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka
Akcyjna of 20 June 2012
on granting of approval of the performance by the member of the Bank's Supervisory Board
of duties in 2011**

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the approval of the performance of duties in 2011 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Shirish Apte.

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

**RESOLUTION No 17/2012
of the Ordinary General Shareholders Meeting
of the Bank Handlowy w Warszawie Spółka Akcyjna
of 20 June 2012
on granting of approval of the performance by the member of the Bank's Supervisory Board
of duties in 2011**

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the approval of the performance of duties in 2011 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Igor Chalupec.

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

**RESOLUTION No 18/2012 of the
Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka
Akcyjna of 20 June 2012
on granting of approval of the performance by the member of the Bank's Supervisory Board
of duties in 2011**

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the approval of the performance of duties in 2011 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Sanjeeb Chaudhuri.

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

**RESOLUTION No 19/2012 of the
Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka
Akcyjna of 20 June 2012
on granting of approval of the performance by the member of the Bank's Supervisory Board
of duties in 2011**

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the

approval of the performance of duties in 2011 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Mirosław Gryszka.

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

**RESOLUTION No 20/2012 of the
Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka
Akcyjna of 20 June 2012
on granting of approval of the performance by the member of the Bank's Supervisory Board
of duties in 2011**

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the approval of the performance of duties in 2011 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Marc Luet.

**RESOLUTION No 21/2012 of the
Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka
Akcyjna of 20 June 2012
on granting of approval of the performance by the member of the Bank's Supervisory Board
of duties in 2011**

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the approval of the performance of duties in 2011 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Frank Mannion .

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

Comments:

RESOLUTION No 22/2012
of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka
Akcyjna of 20 June 2012
on granting of approval of the performance by the member of the Bank's Supervisory Board
of duties in 2011

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the approval of the performance of duties in 2011 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Dariusz Mioduski.

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

Resolution No 23/2012
of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka
Akcyjna of 20 June 2012
on granting of approval of the performance by the member of the Bank's Supervisory Board
of duties in 2011

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the approval of the performance of duties in 2011 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Andrzej Olechowski.

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

RESOLUTION No 24/2012
of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 20 June 2012
on granting of approval of the performance by the member of the Bank's Supervisory Board of duties in 2011

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the approval of the performance of duties in 2011 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Krzysztof Opolski.

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

RESOLUTION No 25/2012
of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 20 June 2012
on granting of approval of the performance by the member of the Bank's Supervisory Board of duties in 2011

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the

approval of the performance of duties in 2011 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Stephen Simcock.

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

RESOLUTION n No 26/2012
of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 20 June 2012
on granting of approval of the performance by the member of the Bank's Supervisory Board of duties in 2011

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the approval of the performance of duties in 2011 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Wiesław Smulski.

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

RESOLUTION No 27/2012
of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 20 June 2012
on granting of approval of the performance by the member of the Bank's Supervisory Board of duties in 2011

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the approval of the performance of duties in 2011 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Stanisław Sołtysiński.

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

RESOLUTION No 28/2012
of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 20 June 2012
on granting of approval of the performance by the member of the Bank's Supervisory Board of duties in 2011

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the approval of the performance of duties in 2011 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Alberto Verme.

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

RESOLUTION No 29/2012
of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 20 June 2012
on granting of approval of the performance by the member of the Bank's Supervisory Board of duties in 2011

Pursuant to Art. 395 § 2 point 3) of the Commercial Companies Code and § 9, Item 1, point 3 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting resolved to grant the approval of the performance of duties in 2011 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Stephen Volk.

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

Draft Resolution to Item 6, Sub-point 6) of the Agenda of the Ordinary General Shareholders Meeting held on 20 June 2012

**RESOLUTION No. 30/2012
of the Ordinary General Shareholders Meeting of Bank Handlowy w Warszawie Spółka
Akcyjna of 20 June 2012
concerning distribution of the net profit for the year 2011**

Pursuant to Article 395 § 2 Item 2) of the Commercial Companies Code and § 9 Paragraph 1 Item 2, and § 30 Paragraph 1 of the Bank's Articles of Association, the Ordinary General Shareholders Meeting of Bank Handlowy w Warszawie S.A. has resolved as follows:

- I. To distribute the net profit for the year 2011 in the amount of PLN 721 293 882,54 as follows:
 - a) Dividend for shareholders 360 620 496,00 PLN which means that the dividend per share amounts to PLN 2,76 .
 - b) Allocation for general risk fund 10 000 000,00 PLN.
 - c) Allocation for the reserve capital 350 673 386,54 PLN

- II. To set the date for determining the right to the dividend for 5 July 2012 (the dividend day); and to set the date of payment of the dividend for 31 August 2012 (the dividend payment date).

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

*Draft Resolution to Item 6, Sub-point 7) of
the Agenda of the Ordinary General
Shareholders Meeting held on 20 June
2012*

**RESOLUTION No. 31/2012
of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie SA o 20
June 2012**

concerning the changes in the Statutes

Acting pursuant to § 9 Paragraph 2 Item 2 of the Articles of Association and Article 430 of the Commercial Companies Code, the Ordinary General Shareholders Meeting of Bank Handlowy w Warszawie S.A. has resolved as follows:

I. At the end of point 17) in sec. 1 of § 18 of the Statutes the full stop is replaced with a comma, and point 18), worded as follows, is added after point 17):

"18) approving the general principles of the variable remuneration components policy for persons holding managerial positions and carrying out periodic reviews of these principles,"

Point 19), worded as follows, is added after point 18) in sec. 1 of § 18 of the Statutes:

"19) approving the variable remuneration components policy for persons holding managerial positions at the Bank."

Point 20), worded as follows, is added after point 19) in sec. 1 of § 18 of the Statutes:

"20) approving the list of persons holding managerial positions at the Bank having material impact on the Bank's risk profile".

II. This Resolution comes into effect as of the date of its adoption.

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

Draft Resolution to Item 6, Sub-point 8) of the Agenda of the Ordinary General Shareholders Meeting held on 20 June 2012

RESOLUTION No 32 /2012 of the

Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 20 June 2012 regarding changes in the composition of the Supervisory Board of Bank Handlowy w Warszawie S.A.

The Ordinary General Meeting of Shareholders appoints as member of the Supervisory Board of Bank Handlowy w Warszawie S.A. effective of 21 of June 2012 for a 3- year term.

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