

**POWER OF ATTORNEY TO ATTEND  
THE EXTRAORDINARY GENERAL MEETING  
OF BANK HANDLOWY W WARSZAWIE S.A.  
TO BE HELD ON DECEMBER 2, 2020**

**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 Extraordinary General Meeting of the Bank convened at 11:00AM on December 2, 2020, 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 instructions as to the mode of voting / at the proxy's discretion and present objectives.

\_\_\_\_\_  
[Name and surname, title and date]

\_\_\_\_\_  
[Name and surname, title and date]

**POWER OF ATTORNEY TO ATTEND  
THE EXTRAORDINARY GENERAL MEETING  
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TO BE HELD ON DECEMBER 2, 2020**

**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 11.00AM on December 2, 2020 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 and present objectives.

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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 working 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 11:00AM on December 2, 2020 in Warsaw, ul. Traugutta 7/9.

**Draft of resolutions of the Extraordinary General Meeting of December 2, 2020**

*Draft Resolution to Item 2 of the Agenda of the Extraordinary General Meeting held on December 2, 2020*

**Resolution No 1  
of the Extraordinary General Meeting  
of Bank Handlowy w Warszawie Spółka Akcyjna  
of December 2, 2020**

**concerning election of Chairman the Extraordinary General Meeting**

The Extraordinary General Meeting appoints ..... to be a Chairman of the Extraordinary General Meeting.

<b>__ For</b>	<b>__ Against</b>	<b>__ Abstaining</b>	<b>__ At the proxy's discretion</b>
	<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>			

*Draft Resolution to Item 4 of the Agenda of the Extraordinary General Meeting held on December 2, 2020*

**Resolution No 2  
of the Extraordinary General Meeting  
of Bank Handlowy w Warszawie Spółka Akcyjna  
of December 2, 2020**

**concerning approval of the Agenda**

The Extraordinary General 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>			

*Draft Resolution to Item 5 of the Agenda of the Extraordinary General Meeting held on December 2, 2020*

**Resolution No 3  
of the Extraordinary General Meeting  
of Bank Handlowy w Warszawie Spółka Akcyjna  
of December 2, 2020**

**concerning changes in the composition of the Supervisory Board of the Bank**

§ 1

The Extraordinary General Meeting of the Bank taking into account the preliminary assessment of the qualifications and the recommendation issued by the Nomination and Remuneration Committee of the Supervisory Board of the Bank concludes, that Ms/Mr ..... satisfies the requirements referred to in Art. 22aa of the Banking Law Act and the Supervisory Board as a whole will be collectively qualified to properly perform its functions, 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 Ms/Mr ..... as a member of the Supervisory Board of Bank Handlowy w Warszawie S.A. for the current common term of office.

§ 2

The appointment shall take effect upon adoption hereof.

<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>			