

Warsaw, 2014

MOTION

to the Management Board of Bank Handlowy w Warszawie S.A. to include a particular matter in the agenda of the Ordinary General Meeting of Shareholders of Bank Handlowy w Warszawie S.A.

1. Applicant

Shareholder representing yourself at least one twentieth of the share capital in accordance with art.401 paragraph 1 of the Commercial Companies Code

Citibank Overseas Investment Corporation, a corporation organized under Section 25(a) of the Federal Reserve Act of the United States of America, with its principal office at One Penn's Way, New Castle, Delaware, U.S.A., holding 97 994 700 shares of Bank Handlowy w Warszawie S.A., representing 75% of the share capital of the Bank, represented by proxy, Mrs. Ewa Krakowiak-Świątnicka

2. Content of the Motion

The applicant on the basis of Art. 401 paragraph 1 of the Commercial Companies Code, proposes to include in the agenda of the Ordinary General Meeting of Shareholders of Bank Handlowy w Warszawie S.A., which will be held on 2014 the following matters:

"Change of remuneration of the members of the Supervisory Board of Bank Handlowy w Warszawie S.A."

Justification:

The recommendations of the European Commission implemented in recent years impose on supervisory board members of credit institutions a number of additional responsibilities, to strengthen internal supervision and thereby contribute to increasing the efficiency and transparency of institutions supervised and maintain its security with special attention to the long-term interests of the bank, the interest of the shareholders and investors.

According to the Resolution no. 258/2011 of the Polish Financial Supervision Authority (PFSA) dated October 4, 2011 supervisory board of the bank approves the bank's operating strategy and principles of prudential and stable management of the bank, oversees compliance of the bank's risk taking policy with the bank's strategy and financial plan, shall assure appointment of the members of the management board that are adequately qualified to exercise the functions entrusted to them and also shall assess whether the management board's efforts in terms of control over the bank's activity

are effective and consistent with the supervisory board's policy. In addition, the bank's supervisory board supervises the management of compliance risk understood as the consequences of non-compliance with the law, internal regulations and adopted standards of conduct, approves the assumptions of the bank's policy regarding bank's compliance risk and at least at least once a year, evaluates the effectiveness of compliance risk management by bank. As one of the ways of supervision the supervisory board of the bank has received permission to approve the general policy variable components of the remuneration of persons holding managerial positions in the bank and making periodic review of these rules. The policy is designed to promote the proper and effective risk management and to not encourage excessive risk-taking beyond approved by the board of the bank's willingness to take risks, to support the business strategy and the reduction of conflict of interest.

Members of the Supervisory Board of the Bank within the framework of the Remuneration Committee of the Supervisory Board provide an opinion not only on the remuneration policy, but also on the amount and relevance of the individual components of the remuneration of managers having a significant impact on the risk profile of the Bank. In connection with Resolution No. 258/2011 of PFSA, the recommendation "M" and other recommendations of the PFSA the Audit Committee acting at the Supervisory Board was obliged to control the level of the annual salaries of employees of the internal Audit Department and Compliance Department as one of the mechanisms to ensure the independence of the internal audit function and unit responsible for compliance risk management.

The Supervisory Board was also required, inter alia, to monitor compliance with laws and regulations applicable in the bank internal functioning of the Bank's management information system, the effectiveness of disclosure under the functional control of errors and irregularities and to take effective remedial or corrective implementation defined and required by the management objectives and policies of the bank, completeness, correctness and the complexity of accounting procedures, the quality (accuracy and reliability) of the accounting, reporting and operational suitability, functionality and system security, efficient use of available resources, including own funds and resources in all areas of the bank, the bank's assessment of the organizational structure, division competence and coordination between various organizational units and positions, as well as the system of creation and circulation of documents and information.

The above significant increase in responsibilities should be considered as an essential prerequisite to increase the level of remuneration of the members of the Supervisory Board. The new higher rate of pay will valorize the remuneration of the Supervisory Board in relation to inflation and to reflect the greater level of involvement of members of the Supervisory Board in connection with the new guideline of the Polish Financial Supervision Authority.

3. Attachments:

- 1) Draft Resolution of the Ordinary General Meeting of Shareholders of Bank Handlowy w Warszawie S.A. on determining the remuneration for the members of the Supervisory Board of Bank Handlowy w Warszawie S.A.
- 2) Proxy for Ewa Krakowiak-Świątnicka

- 3) A copy of the certificate issued by an entity maintaining the securities account in which are stored the Bank's shares held by the shareholder, confirming that it is in fact a shareholder of the Bank, and the fact that this shareholder is representing at least one twentieth of the share capital of the Bank.

Attachment no.1: Draft Resolution of the Ordinary General Meeting of Shareholders of Bank Handlowy w Warszawie S.A. on determining the remuneration for the members of the Supervisory Board of Bank Handlowy w Warszawie S.A.

RESOLUTION NO. _

Of the Ordinary General Meeting of Shareholders of Bank Handlowy w Warszawie S.A.

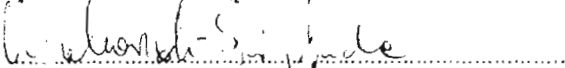
On: determining the remuneration for members of the Supervisory Board of Bank Handlowy w Warszawie S.A.

Based on art.392 paragraph 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Bank Handlowy w Warszawie S.A. grants and sets the following remuneration for members of the Supervisory Board of the Bank:

- 1) The Remuneration for members of the Supervisory Board of Bank Handlowy w Warszawie S.A. shall be:
 - a) The remuneration of the of the Chairman of the Supervisory Board is 16,000.00 PLN per month gross and 5,000.00 PLN gross per participation in each of the committees of the Supervisory Board, in which the Chairman of the Supervisory Board participates or 7,500.00 PLN gross per participation in each of the committees of the Supervisory Board, whose Chairman is the Chairman of the Committee.
 - b) The remuneration of the other members of the Supervisory Board is 8,000.00 PLN per month gross and 5,000.00 PLN gross per participation in each of the committees of the Supervisory Board, in which the Supervisory Board member participates or 7,500.00 PLN gross per participation in each of the committees of the Supervisory Board, in which a member of the Supervisory Board is the Chairman of the Committee.
- 2) Members of the Supervisory Board is entitled to remuneration referred to in paragraph 1 regardless of the frequency of meetings of the Supervisory Board and Committees of the Board.
- 3) The remuneration referred to in paragraph 1 is calculated in proportion to the number of days in the position given in the calendar month.
- 4) The remuneration referred to in paragraph 1 is paid from bottom to the 10th day of each month. Salary costs will charge the company cost.
- 5) Members of the Supervisory Board are entitled to reimbursement of the costs associated with participation in the work of the Supervisory Board, including the costs of travel and accommodation.

Repealed Resolution No. 13 of the General Meeting of Bank Handlowy in Warsaw of 21 June 2005 concerning the determination of remuneration for the members of the Bank.

Ewa Krakowiak-Swiątnicka



representative Citibank Overseas Investment Corporation