

**POWER OF ATTORNEY TO ATTEND
THE ORDINARY GENERAL MEETING
OF BANK HANDLOWY W WARSZAWIE S.A.
TO BE HELD ON JUNE 28,, 2010**

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 12:00 on November 20, 2009, 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 28, , 2010**

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 12 .00 on June , 2010 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 12:00 on June 28, , 2010 in Warsaw, ul. Traugutta 7/9.

**RESOLUTION No 1 of the
Ordinary General Shareholders Meeting of
the Bank Handlowy w Warszawie Spółka Akcyjna
of 28 June 2010**

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:			

**RESOLUTION No 2 of the
 Ordinary General Shareholders Meeting of
 the Bank Handlowy w Warszawie Spółka Akcyjna
 of 28 June 2010
 concerning approval of the Agenda**

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

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

**RESOLUTION No 3 of the
Ordinary General Shareholders Meeting of
the Bank Handlowy w Warszawie Spółka Akcyjna
of 28 June 2010**

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).....

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

RESOLUTION No. 4/2010

of the Ordinary General Shareholders Meeting of Bank Handlowy w Warszawie Spółka Akcyjna of 28 June 2010 concerning consideration and approval of the Management Board's report on the activity of Bank Handlowy w Warszawie S.A. in the year 2009 and of the annual financial statements of Bank Handlowy w Warszawie S.A. for the period ending on 31 December 2009

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 2009 and the annual financial statements of Bank Handlowy w Warszawie S.A. for the period ending on 31 December 2009, 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 2009, including the Report regarding compliance with corporate governance rules incorporated in "Best Practices in Public Companies 2005" in 2009.
- 2) To approve the annual financial statements of Bank Handlowy w Warszawie S.A. for the period ending on 31 December 2009, comprising:
 - a) Balance sheet prepared as at 31 December 2009 showing a balance sheet total of PLN 36,455,438,778.13 (in words: thirty-six billion four hundred and fifty-five million four hundred and thirty eight thousand seven hundred and seventy eight Polish zlotys and thirteen grosz);
 - b) Profit and loss account for the year 2009 showing a net profit of PLN 525,152,327.44 (in words: five hundred and twenty-five million one hundred and fifty-two thousand three hundred and twenty-seven Polish zlotys and forty-four grosz);
 - c) Statement of comprehensive income for the year 2009 showing a total comprehensive income of PLN 588,236,941.05 (in words: five hundred and eighty-eight million two hundred and thirty-six thousand nine hundred and forty-one Polish zlotys five grosz);
 - d) Statement of changes in equity for the year 2009 showing an equity balance of PLN 6,134,624,358.95 (in words: six billion one hundred and thirty-four million six hundred and twenty-four thousand three hundred and fifty-eight Polish zlotys and ninety-five grosz);
 - e) Cash flow statement for the year 2009 showing an increase in the net cash balance of PLN 525,912,933.04 (in words: five hundred and twenty-five million nine hundred and twelve thousand nine hundred and thirty-three Polish zlotys and four grosz); and
 - f) Additional information and explanatory notes together with the independent auditor's opinion and report.

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

RESOLUTION No 5/2010 of the

Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 28 June 2010 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 2009 to the date of the Ordinary General Shareholders Meeting in 2010 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 2009, and the Management Board's motion on distribution of the net profit for year 2009

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 2009 to the date of the Ordinary General Shareholders Meeting in 2010, 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 2009, and the Management Board's motion on distribution of the net profit for year 2009, the Ordinary General Shareholders Meeting resolved to approve this report.

__ 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. 6/2010

of the Ordinary Shareholders Meeting of Bank Handlowy w Warszawie Spółka Akcyjna of 28 June 2010 concerning consideration and approval of the report on the activity of the Capital Group of Bank Handlowy w Warszawie S.A. in the year 2009 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 2009

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 2009 and the annual consolidated financial statements of the Capital Group of Bank Handlowy w Warszawie S.A. for the period ending on 31 December 2009, 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 2009;
- 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 2009, comprising:
 - a) Consolidated balance sheet prepared as at 31 December 2009 showing a balance sheet total of PLN 37,633,062,341.66 (in words: thirty-seven billion six hundred and thirty-three million sixty-two thousand and three hundred and forty-one Polish zlotys and sixty-six grosz);
 - b) Consolidated profit and loss account for the year 2009 showing a net profit of PLN 504,399,573.77 (in words: five hundred and four million three hundred and ninety-nine thousand five hundred and seventy-three Polish zlotys and seventy-seven grosz);
 - c) Consolidated statement of comprehensive income for the year 2009 showing a total comprehensive income of PLN 566,698,114.79 (in words: five hundred and sixty-six million six hundred and ninety-eight thousand one hundred and fourteen Polish zlotys and seventy-nine grosz);
 - d) Statement of changes in the consolidated equity for the year 2009 showing an equity balance of PLN 6,199,389,406.83 (in words: six billion one hundred and ninety-nine million three hundred and eighty-nine thousand four hundred and six Polish zlotys and eighty-three grosz);
 - e) Consolidated cash flow statement for the year 2009 showing an increase in the net cash balance of PLN 525,860,168.09 (in words: five hundred and twenty-five million eight hundred and sixty thousand one hundred and sixty-eight Polish zlotys and nine grosz); and
 - f) Additional information and explanatory notes together with the independent auditor's opinion and report.

<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 7/2010

of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 24 June 2010 on granting of approval of the performance by the member of the Bank's Management Board of duties in 2009

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 2009 by the member of the Management Board of the Bank Handlowy w Warszawie S.A- Iwona Dudzińska

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

RESOLUTION No 8/2010

of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 24 June 2010 on granting of approval of the performance by the member of the Bank's Management Board of duties in 2009

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 2009 by the member of the Management Board of the Bank Handlowy w Warszawie S.A- Michał Mrozek.

__ 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 9/2010 of the

Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 28 June 2010 on granting of approval of the performance by the member of the Bank's Management Board of duties in 2009

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 2009 by the member of the Management Board of the Bank Handlowy w Warszawie S.A- Peter Rossiter.

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

RESOLUTION No 10/2010

of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 28 June 2010 on granting of approval of the performance by the member of the Bank's Management Board of duties in 2009

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 2009 by the member of the Management Board of the Bank Handlowy w Warszawie S.A- Sławomir Sikora.

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

RESOLUTION No 11/2010

of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 24 June 2010 on granting of approval of the performance by the member of the Bank's Management Board of duties in 2009

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 2009 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 12/2010

OF THE ORDINARY GENERAL SHAREHOLDERS MEETING OF THE BANK HANDLOWY W WARSZAWIE SPÓŁKA AKCYJNA OF 24 JUNE 2010 ON GRANTING OF APPROVAL OF THE PERFORMANCE BY THE MEMBER OF THE BANK'S MANAGEMENT BOARD OF DUTIES IN 2009

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 2009 by the member of the Management Board of the Bank Handlowy w Warszawie S.A- Witold Zieliński.

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

RESOLUTION No 13/2010

of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 28 June 2010 on granting of approval of the performance by the member of the Bank's Supervisory Board of duties in 2009

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 2009 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 14/2010

of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 28 June 2010 on granting of approval of the performance by the member of the Bank's Supervisory Board of duties in 2009

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 2009 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Susan Blaikie.

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

RESOLUTION No 15/2010

of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 28 June 2010 on granting of approval of the performance by the member of the Bank's Supervisory Board of duties in 2009

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 2009 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 16/2010
of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna Of 28 June 2010 on granting of approval of the performance by the member of the Bank's Supervisory Board of duties in 2009

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 2009 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Sanjeeb Chaudhuri.

<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 17/2010

of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 24 June 2010 on granting of approval of the performance by the member of the Bank's Supervisory Board of duties in 2009

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 2009 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Goran Collert.

__ 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 18/2010 of the

Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 24 June 2010 on granting of approval of the performance by the member of the Bank's Supervisory Board of duties in 2009

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 2009 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Mirosław Gryszka.

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

**RESOLUTION No 19/2010 of the
Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka
Akcyjna of 24 June 2010 on granting of approval of the performance by the member of the
Bank's Supervisory Board of duties in 2009**

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 2009 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Sabine Hansen.

<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 20/2010 of the
Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka
Akcyjna of 24 June 2010 on granting of approval of the performance by the member of the
Bank's Supervisory Board of duties in 2009**

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 2009 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Andrzej Olechowski.

<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 21/2010

Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 24 June 2010 on granting of approval of the performance by the member of the Bank's Supervisory Board of duties in 2009

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 2009 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 22/2010 of the
Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka
Akcyjna of 24 June 2010 on granting of approval of the performance by the member of the
Bank's Supervisory Board of duties in 2009**

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 2009 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Aneta Polk.

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

**RESOLUTION No 23/2010 of the
Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka
Akcyjna of 24 June 2010 on granting of approval of the performance by the member of the
Bank's Supervisory Board of duties in 2009**

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 2009 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Michael Schlein.

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

**RESOLUTION No 24/2010 of the
Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka
Akcyjna of 24 June 2010 on granting of approval of the performance by the member of the
Bank's Supervisory Board of duties in 2009**

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 2009 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Stephen Simcock.

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

**RESOLUTION No 25/2010 of the
Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka
Akcyjna of 24 June 2010 on granting of approval of the performance by the member of the
Bank's Supervisory Board of duties in 2009**

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 2009 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Wiesław Smulski.

<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 26/2010
of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 24 June 2010 on granting of approval of the performance by the member of the Bank's Supervisory Board of duties in 2009

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 2009 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Stanisław Sołtysiński.

<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 27/2010
of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 24 June 2010 on granting of approval of the performance by the member of the Bank's Supervisory Board of duties in 2009

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 2009 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Alberto Verme.

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

RESOLUTION No 28/2010
of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 24 June 2010 on granting of approval of the performance by the member of the Bank's Supervisory Board of duties in 2009

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 2009 by the following member of the Supervisory Board of the Bank Handlowy w Warszawie S.A.: Stephen Volk.

<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. 29/2010
of the Ordinary General Shareholders Meeting of Bank Handlowy w Warszawie Spółka Akcyjna of 24 June 2010 concerning distribution of the net profit for the year 2009

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:

1) To distribute the net profit for the year 2009 in the amount of PLN 525,152,327.44 as follows:

- | | |
|--|--------------------|
| a) Dividend for shareholders | PLN 492,586,692.00 |
| which means that the dividend per share amounts to PLN 3.77 (three Polish zlotys and 77 grosz) | |
| b) Charge for general risk fund | PLN 32,500,000.00 |
| c) Charge for the reserve capital | PLN 65,635.44 |

2) To set the date for determining the right to the dividend for 5 July 2010 (the dividend day); and

3) To set the date of payment of the dividend for 30 August 2010 (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:			

RESOLUTION No. 30/2010

of the Ordinary General Shareholders Meeting of Bank Handlowy w Warszawie Spółka Akcyjna of 24 June 2010 concerning the partial repealing of Resolution No. 8 of the Extraordinary General Shareholders Meeting of Bank Handlowy w Warszawie SA of 20 November 2009 and the partial amendment of Resolution No. 9 of the Extraordinary General Shareholders Meeting of Bank Handlowy w Warszawie S.A. of 20 November 2009

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. (the “**Company**”) has resolved as follows:

§1.

Point 2 of Resolution No. 8 of the Company’s Extraordinary General Shareholders Meeting of 20 November 2009 is hereby repealed.

§2.

Item III of Resolution No. 9 of the Company’s Extraordinary General Shareholders Meeting of 20 November 2009 is hereby amended and given the following wording: "III. Amendments to the Regulations of the General Shareholders Meeting referred to in this Resolution shall take effect as of 24 June 2010."

§3.

In connection with Paragraph 2, amendments made to the Regulations of the Company’s General Shareholders Meeting pursuant to Resolution No. 9 of the Company’s Extraordinary General Shareholders Meeting of 20 November 2009 take effect as of 24 June 2010. The amended regulations will take effect as of the following General Shareholders Meeting in accordance with Item 2 of Part IV of the Good Practices of the Companies listed on the Warsaw Stock Exchange, constituting Appendix to Resolution No. 12/1170/2007 of the Board of the Stock Exchange of 4 July 2007. Consequently, the Company’s subsequent Extraordinary or Ordinary, whichever is held first, General Shareholders Meeting will be convened and held on the basis of the amended Regulations, the Company’s Articles of Association and of the Commercial Companies Code.

§4.

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:

RESOLUTION No 31 /2010

of the Ordinary General Shareholders Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 24 June 2010 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. 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:			

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 Ordinary 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.