

**Draft of resolutions of the Extraordinary General Meeting held on 24 September 2019**

*Draft Resolution to Item 2 of the Agenda of the Extraordinary General Meeting held on 24 September 2019*

**Resolution No \_\_\_\_  
of the Extraordinary General Meeting  
of the Bank Handlowy w Warszawie Spółka Akcyjna  
of 24 September 2019**

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

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

*Draft Resolution to Item 4 of the Agenda of the Extraordinary General Meeting held on 24 September 2019*

**Resolution No \_\_\_\_  
of the Extraordinary General Meeting  
of the Bank Handlowy w Warszawie Spółka Akcyjna  
of 24 September 2019**

**concerning approval of the Agenda**

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

*Draft Resolution to Item 5 Sub-point 1) of the Agenda of the Extraordinary General Meeting held on 24 September 2019*

**Resolution No \_\_\_\_  
of the Extraordinary General Meeting  
of the Bank Handlowy w Warszawie Spółka Akcyjna  
of 24 September 2019**

**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 qualifications of Ms/Mr ..... and recommendations on appointment, 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 as well as concludes that Mr./Ms. .... has collective qualifications

appropriate to ensure the correctness of the performance of tasks by the Supervisory Board of the Bank 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 the Bank Handlowy w Warszawie S.A. for a common, current term of office.

§ 2

The appointment is effective upon adoption hereof.

*Draft Resolution to Item 5 Sub-point 2) of the  
Agenda of the Extraordinary General Meeting  
held on 24 September 2019*

**Resolution No \_\_\_\_  
of the Extraordinary General Meeting  
of the Bank Handlowy w Warszawie Spółka Akcyjna  
of 24 September 2019**

**concerning adoption of the revised Policy for the Assessment of the Supervisory Board  
Members in Bank Handlowy w Warszawie S.A.**

§ 1

The Extraordinary General Meeting of the Bank has resolved to adopt of the revised "Policy for the Assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A." as attached to the present resolution.

§ 2

The revised "Policy for the Assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A." shall apply to the appointment of the members of the Supervisory Board of the Bank starting from the next General Meeting of the Bank.

*Draft Resolution to Item 5 Sub-point 3) of the  
Agenda of the Extraordinary General Meeting  
held on 24 September 2019*

**Resolution No \_\_\_\_  
of the Extraordinary General Meeting  
of the Bank Handlowy w Warszawie Spółka Akcyjna  
of 24 September 2019**

**concerning the amendment of the Articles of Association of the Bank Handlowy w  
Warszawie S.A.**

§ 1

The Extraordinary General Meeting of the Bank, acting on the basis of § 9 point 2 the Bank's Articles of Association and Article 430 of the Code of Commercial Companies has resolved to:

In paragraph 5 point 4 of the Articles of Association of the Bank Handlowy w Warszawie S.A. the following points are added:

“24) providing payment initiation service,  
25) providing account information service”.

## § 2

The Extraordinary General Meeting of the Bank has resolved, based on Article 430 point 5 of the Code of Commercial Companies, to empower the Supervisory Board of the Bank Handlowy w Warszawie S.A. to adopt a consolidated text of the Articles of Association of Bank Handlowy w Warszawie S.A. following the registration of the amendment referred to in paragraph 1 of the Resolution by the Court of Commercial Register.

## § 3

The Resolution shall be effective upon registration of the aforementioned amendment by the Court of Commercial Register. Pursuant to Article 34 point 2 of Act on Banking Law of 29 August 1997 the aforementioned amendment to the Articles of Association of the Bank Handlowy w Warszawie S.A. shall require the consent of the Financial Supervision Authority.