

**Warsaw, 2016 May 19**

**Current report No 9**

**Subject:** Informations contained in the notice of convening the Ordinary General Meeting of Bank Handlowy w Warszawie S.A. to be held on 21 June 2016

**Legal grounds:** § 38 section 1 point 1) and 2) of the Regulation of the Minister of Finance of 19 February 2009 on Current and Periodic Information Published by Issuers of Securities and Conditions for Regarding Information Required by the Law of a Non-member State as Equivalent (Journal of Laws of 2014, Item 133).

**ANNOUNCEMENT OF MANAGEMENT BOARD OF  
BANK HANDLOWY W WARSZAWIE S.A.,  
WITH ITS REGISTERED OFFICE IN WARSAW,  
ON CONVENING THE ORDINARY GENERAL MEETING**

of Bank Handlowy w Warszawie Spółka Akcyjna, a joint-stock company with its registered office in Warsaw, ul. Senatorska 16, 00-923 Warsaw, registered with the District Court for Warsaw in Warsaw, 12<sup>th</sup> Commercial Department of the Polish Court Register, under no. KRS 0000001538; entry dated 22 February 2001 (further: the “**Bank**”).

**1. DATE, TIME AND VENUE OF THE ANNUAL GENERAL MEETING AND ITS DETAILED AGENDA**

**1.1 Date and venue**

The Bank’s Management Board, acting pursuant to article 395 § 1 and article 399 § 1 of the Polish Code of Commercial Companies and § 8 section 1 of the Bank’s Articles of Association, hereby convenes the Ordinary General Meeting (further: the “**GM**”) to be held at 12:00 at noon on 21 June 2016 at ul. Traugutta 7/9 in Warsaw.

**1.2 Agenda**

1. Opening of the General Meeting;
2. Electing the Chairperson of the Meeting;
3. Stating that the Ordinary General Meeting has been duly convened and is legally capable for undertaking valid resolutions;
4. Approving the agenda;
5. Taking resolutions on:
  - 1) Consideration and approval the Management Board’s report on Bank Handlowy w Warszawie S.A.’s activity in year 2015 including the Report regarding compliance with corporate governance rules in year 2015 and Bank

Handlowy w Warszawie S.A.'s financial statement for the financial year ended December 31, 2015;

- 2) consideration and approval of the Bank Handlowy w Warszawie S.A. Supervisory Board's report on its activity for the period of time from the date of the Bank's Ordinary General Meeting in 2015 to the date of the Bank's Ordinary General Meeting in 2016 containing: assessment of reports on activities and financial statements of the Bank and its Capital Group in year 2015, assessment of the Management Board's motion on distribution of the net profit for year 2015, reports and assessments as defined in approved for use by the Bank the Principles of Corporate Governance for Supervised Institutions and the Best Practice for GPW Listed Companies 2016 and assessment of the functioning of the remuneration policy in the Bank;
  - 3) consideration and approval of the report on the activity of the Capital Group of the Bank Handlowy w Warszawie S.A. in the year 2015 and the consolidated financial statement of the Capital Group of the Bank Handlowy w Warszawie S.A. for the financial year ended December 31, 2015;
  - 4) granting of approval of the performance by the members of the Bank's Management Board of their duties in 2015,
  - 5) granting of approval of the performance by the members of the Bank's Supervisory Board of their duties in 2015,
  - 6) distribution of the net profit for year 2015,
  - 7) changes in the Bank's Articles of Association;
  - 8) changes in the composition of the Supervisory Board of the Bank;
  - 9) defining the maximum level of the ratio between the fixed and variable components of remuneration of the individuals holding management positions with Bank;
6. Closing of the Ordinary General Meeting.

## **2. ELECTRONIC COMMUNICATION BETWEEN SHAREHOLDERS AND THE BANK**

Subject to the restrictions provided for in the Code of Commercial Companies, Bank's shareholders may contact the Bank by electronic means of communication. In particular, shareholders of the Bank may file motions, requests and inquiries and submit notifications and documents.

The Bank's shareholders communicate with the Bank by electronic means using the dedicated e-mail address: [relacjeinwestorskie@citi.com](mailto:relacjeinwestorskie@citi.com) The risk connected with the use of electronic means of communication by a Bank's shareholder in dealings with the Bank rests with the shareholder.

A person exercising the right of electronic communication with the Bank should prove the shareholder status or the entitlement to participation in the Bank's General Meeting. In order

to do so, such person is obliged to send to the Bank by e-mail at [relacjeinwestorskie@citi.com](mailto:relacjeinwestorskie@citi.com) the following documents attached to the request, motion, draft resolution, inquiry or notification:

- (a) scan of a depositary receipt or of a certificate of eligibility to participate in the Bank's General Meeting, issued by the entity that keeps the securities account or a collective account on which shares held in the Bank by the shareholder (shareholders) are recorded, confirming that this actually is a shareholder (these actually are shareholders) of the Bank, and also:
- (b) in the case of an individual – scan of identity card or passport (containing data enabling the holder's identification),
- (c) in the case of a legal person or an unincorporated organisational unit – scan of an excerpt from the register applicable to this person or unit.

When a shareholder electronically sends to the Bank documents the originals of which were drawn up in a language other than Polish, their certified translations into Polish must be attached by such shareholder.

All documents sent by a shareholder to the Bank and by the Bank to the shareholder by electronic means must be scanned to PDF format.

### **3. BANK SHAREHOLDER'S RIGHT TO REQUEST PLACEMENT OF INDIVIDUAL ITEMS ON THE GM'S AGENDA PRIOR TO THE GM'S DATE**

A shareholder or shareholders of the Bank representing at least one-twentieth of the Bank's share capital may request placement of specific items on the GM's agenda. Such request may be filed with the Bank's Management Board not later than twenty-one days prior to the GM's date, i.e. by 31 May 2016.

The request to place specific items on the GM agenda should contain a justification or draft resolution concerning the proposed agenda item. The request may be filed in writing or electronically in accordance with the principles described in section 2 above.

To the request being filed electronically and in writing, a shareholder or shareholders of the Bank must attach a copy of the depositary receipt or a certificate issued by the entity that keeps the securities account or a collective account on which shares held in the Bank by the shareholder (shareholders) are recorded, confirming that this actually is a shareholder (these actually are shareholders) of the Bank and confirming the fact that the shareholder(s) represent(s) at least one twentieth part of the Bank's share capital.

### **4. SHAREHOLDER'S RIGHT TO SUBMIT DRAFT RESOLUTIONS CONCERNING ITEMS PLACED ON THE GM'S AGENDA PRIOR TO THE GM'S DATE**

A shareholder or shareholders of the Bank representing at least one-twentieth of the Bank's share capital may, prior to the date of the GM, submit to the Bank in writing or electronically, in accordance with the principles described in section 2 above, draft resolutions concerning the items placed on the GM agenda.

To the submission being filed electronically and in writing, a shareholder or shareholders of the Bank must attach a copy of the depositary receipt or a certificate issued by the entity that keeps the securities account or a collective account on which shares held in the Bank by the

shareholder (shareholders) are recorded, confirming that this actually is a shareholder (these actually are shareholders) of the Bank and confirming the fact that the shareholder(s) represent(s) at least one twentieth part of the Bank's share capital.

Along with the Bank's Supervisory Board candidate submission, the shareholders shall submit in justification of candidate, information essential to evaluate by GM whether the candidate meets the requirements set forth in article 22aa of the Banking Law, that should include at least:

- i) candidate's resume, including full name, citizenship, education details, business experience, including all former employers, positions/directorships held and terms of service;
- ii) a statement that there are no circumstances that could give rise to reasonable doubt as to whether the candidate guarantees the due performance of the duties of the Supervisory Board member;
- iii) candidate's consent to his/her nomination as a candidate for election as the Supervisory Board member;
- iv) candidate's statement that he/she is not recorded in the Insolvent Debtors Register;
- iv) candidate's statement that he/she does not carry out any business in competition with the Bank's business;
- v) candidate's statement that he/she meets the independence criteria in accordance with the Bank's Article of Association and has no relationship with the controlling shareholder of the Bank or the shareholder of the Bank holding a minimum of 5% of total votes at the GM of the Bank;
- vi) candidate's statement stating any management board or supervisory board member positions held by the candidate within bodies of other entities.

**5. SHAREHOLDER'S RIGHT TO SUBMIT DRAFT RESOLUTIONS CONCERNING ITEMS PLACED ON THE AGENDA DURING THE GENERAL MEETING**

During the GM, each of the Bank's shareholders may submit draft resolutions concerning the items placed on the agenda.

Along with the Bank's Supervisory Board candidate submission, the shareholders shall submit in justification, candidate-related information, essential to evaluate whether the candidate meets the requirements set forth in article 22aa of the Banking Law as per the provisions of section 4 above.

**6. NOTICE ABOUT THE MANNER OF EXERCISING VOTING RIGHT BY A PROXY, INCLUDING ABOUT THE FORMS USED BY THE PROXY FOR VOTING AND ABOUT THE MANNER OF NOTIFYING THE BANK BY MEANS OF ELECTRONIC COMMUNICATION OF A PROXY APPOINTMENT**

A Bank's shareholder being an individual may attend the GM and exercise the voting right both in person and also through a proxy.

A Bank's shareholder other than an individual may attend the GM and exercise the voting right through a person or persons authorised to submit declarations of intent on its behalf and also through a proxy.

A power of attorney to attend the GM and to exercise the voting right must be granted in writing or in the electronic form, otherwise it will be null and void. A power of attorney granted electronically does not have to be signed with a secure electronic signature verified by way of a qualified certificate.

The forms enabling exercise of the voting right through a proxy are made available from the date of convening the Bank's GM on the Bank's website at <http://www.citibank.pl/poland/homepage/english/general-meetings-210616.htm>

The power of attorney forms were prepared separately for Bank's shareholders who are individuals and separately for Bank's shareholders other than individuals.

A shareholder holding shares that are recorded on the collective account may appoint separate proxies to exercise the rights attached to the shares recorded on this account.

## **6.1 Written power of attorney**

When a shareholder has granted a power of attorney in writing, the proxy is obliged to produce the following documents at the time of preparing the attendance list:

- (a) the original of the power of attorney containing details of the principal or of the persons acting on the principal's behalf in accordance with representation rules applicable at the principal's place;
- (b) identity card or passport (containing data enabling the holder's identification) of a proxy being an individual,
- (c) excerpt from the register applicable to a proxy being a legal person or an unincorporated organisational unit.

If a power of attorney is granted by an individual, the proxy is obliged to additionally show at the list preparation stage:

- (a) scan of an excerpt from the register in which the shareholder is entered; or
- (b) scan of another document confirming the powers of persons acting on behalf of such shareholder.

If any of the documents listed above is drawn up in a language other than Polish, their certified translations into Polish must be attached by such proxy.

## **6.2 Notifying the Bank by means of electronic communication of a power of attorney being granted**

Shareholders notify the Bank electronically of a power of attorney being granted using the dedicated e-mail address: [relacjeinvestorskie@citi.com](mailto:relacjeinvestorskie@citi.com)

In the notification of granting a power of attorney, the Bank's shareholder provides his telephone number and e-mail address, as well as his proxy's telephone number and e-mail address, by way of which the Bank will be able to communicate with the shareholder and

the proxy. The notification of granting a power of attorney should also specify the scope of the power of attorney, i.e. indicate the number of shares with respect to which voting rights will be exercised and the date of the General Meeting at which such voting rights will be exercised.

Together with the electronic notification of granting a power of attorney, the shareholder sends the following documents to the Bank:

- (a) scan of the power of attorney (save for instructions on exercising the voting right by the proxy) containing details of the principal or of the persons acting on the principal's behalf in accordance with representation rules applicable at the principal's place,
- (b) scan of identity card or passport (containing data enabling the holder's identification) of a proxy being an individual,
- (c) scan of an excerpt from the register applicable to a proxy being a legal person or an unincorporated organisational unit,
- (d) e-mail address for communication with the shareholder or the shareholder's proxy.

Documents referred to in point 2 should be attached to the notification.

The principles described above apply accordingly to electronic notifications sent to the Bank with respect to revocations of powers of attorney.

Electronic notifications of granting or revoking a power of attorney should be sent by 03:00 PM on the day preceding the GM date.

The principles described above do not release the proxy from the obligation to produce identification documents at the time of preparing the list of attendance of the persons eligible to attend the GM.

### **6.3 Verification of validity of the power of attorney and identification of shareholder and proxy**

In order to verify validity of the power of attorney granted electronically and to identify the Bank's shareholder and proxy, the Bank – following receipt of an electronic notification of granting a power of attorney as per the provisions of section 6.2 – checks whether the information and scans of the documents listed in section 6.2 have been enclosed and, for persons other than individuals, whether the power of attorney has been granted by persons authorised to represent a given entity.

The Bank is authorised to make contacts by telephone, using the telephone number designated by the shareholder as per section 6.2 or sending a return e-mail message, in order to verify the fact of granting a power of attorney in the electronic form by a given shareholder of the Bank. The Bank is authorised to contact both the shareholder and the proxy.

The Bank may additionally take other measures to identify the shareholder and the proxy in order to verify validity of the power of attorney granted in the electronic form, however such measures will be proportionate to their purpose.

The notification of granting or revoking a power of attorney in the electronic form filed in breach of the requirements designated in section 6.2 will not be binding on the Bank.

#### **6.4 Power of attorney granted to Bank's Management Board member or employee**

Bank's Management Board members and employees may act as proxies for Bank's shareholders at the GM.

If a proxy for a Bank's shareholder at the GM is:

- (a) member of the Bank's Management Board;
- (b) member of the Bank's Supervisory Board;
- (c) employee of the Bank; or
- (d) member of authorities or employee in a Bank's subsidiary;

the power of attorney may authorise its holder to represent the shareholder at one GM only. The proxy must disclose to the Bank's shareholder any circumstances indicating existence or likely occurrence of a conflict of interests. In such case, granting a further power of attorney is excluded.

If a proxy referred to above is appointed, the Bank's shareholder will provide such proxy with voting instructions and the proxy is obliged to vote in accordance with such instructions.

#### **6.5 Power of attorney granted to a Bank shareholder**

A Bank's shareholder may, as a proxy acting for another shareholder, vote on adoption of resolutions concerning his liability to the Bank for any reason whatsoever including acknowledgment of the fulfilment of duties, release from an obligation towards the Bank or dispute between the shareholder and the Bank, subject to fulfilment of the requirements referred to in section 6.4 above.

### **7. POSSIBILITY AND MANNER OF ATTENDANCE AT THE GM USING ELECTRONIC MEANS OF COMMUNICATION**

The Bank does not provide a possibility to attend the GM using electronic means of communication. The shareholders will be able only to track the GM session via real-time transmission available on the Bank's website at <http://www.citibank.pl/poland/homepage/english/general-meetings-210616.htm>

### **8. NOTE ABOUT THE MANNER OF MAKING STATEMENTS DURING THE GM USING ELECTRONIC MEANS OF COMMUNICATION**

The Bank does not provide a possibility to make statements during the GM using electronic means of communication.

### **9. NOTE ABOUT THE MANNER OF EXERCISING VOTING RIGHTS BY CORRESPONDENCE OR USING ELECTRONIC MEANS OF COMMUNICATION**

The Bank does not provide a possibility to exercise voting rights by correspondence or using electronic means of communication.

## **10. DATE OF REGISTRATION FOR ATTENDANCE AT THE GENERAL MEETING**

Under article 406 (1) of the Code of Commercial Companies, the date of registration for attendance at the General Meeting is 5 June 2016 (further: the “**Registration Date**”) falling 16 days prior to the GM date.

## **11. NOTE ABOUT ELIGIBILITY TO ATTEND THE GENERAL MEETING**

Only persons who are shareholders of the Bank as at the Registration Date are eligible to attend the GM.

At the request made by a holder of dematerialised bearer shares not earlier than after publication of the announcement on convening the General Meeting and not later than on the first business day after the Registration Date, that is not later than on 6 June 2016, the entity keeping the securities account will issue a personal certificate of eligibility to attend the GM.

The list of bearer share holders eligible to attend the GM is determined by the Bank based on the list drawn up by the National Depository for Securities (*KDPW*) as per the regulations governing trading in financial instruments.

The National Depository for Securities will draw up the list referred to above on the basis of lists sent not later than twelve days prior to the GM date by entities eligible under the regulations governing trading in financial instruments. The certificates of eligibility to attend the GM will serve as the basis for drawing up the lists sent to the National Depository for Securities.

## **12. LIST OF SHAREHOLDERS**

Under article 407 § 1 of the Code of Commercial Companies, the list of the shareholders eligible to attend the GM will be put on display at the Bank’s registered office in Warsaw, at ul. Senatorska 16, from 09:00 AM to 03:00 PM, three business days prior to the GM date.

The list of shareholders referred to above will be drawn up based on the list prepared and made available to the Bank by the National Depository for Securities as per article 406(3) §§ 7 and 8 of the Code of Commercial Companies.

A Bank’s shareholder may request a list of the shareholders eligible to attend the GM to be sent free of charge by e-mail, providing his e-mail address to which such list should be sent. The request should be sent to the Bank’s address designated in section 2 hereof.

Under article 407 § 2 of the Code of Commercial Companies, a Bank’s shareholder is entitled to request copies of the motions filed with respect to the matters placed on the agenda one week prior to the GM.

## **13. ACCESS TO DOCUMENTS**

The full content of the documents (including Bank’s financial statements for 2015) to be presented at the GM together with draft resolutions (and – if no resolution is to be adopted on a given matter – Management Board’s comments) will be displayed on the Bank’s website <http://www.citibank.pl/poland/homepage/english/general-meetings-210616.htm>, as of the date of the GM being convened, as per article 402(3) § 1 of the Code of Commercial

Companies and/or in the registered office of Bank Handlowy w Warszawie S.A. at ul. Senatorska 16, Warsaw, 4<sup>th</sup> floor, phone no. 226577089, from 09:00AM to 03:00PM.

**14. ADDRESS OF WEBSITE WHERE INFORMATION ON THE GM WILL BE MADE AVAILABLE**

All information concerning the GM will be made available on the Bank's website <http://www.citibank.pl/poland/homepage/english/general-meetings-210616.htm>

**15. UNDER ARTICLE 402 § 2 OF THE CODE OF COMMERCIAL COMPANIES, THE BANK PROVIDES THE CONTENT OF PROPOSED AMENDMENTS TO THE BANK'S ARTICLES OF ASSOCIATION**

1. The deletion of content Paragraph 5 Section 4 Item 14) of the Articles of Association.

The existing wording of Paragraph 5 Section 4 Item 14) of the Articles of Association:

“14) accept purchase and sale orders as well as maintain subscriptions for participation units or investment certificates in investment funds,”

2. The change of Paragraph 5 Section 4 Item 23) of the Articles of Association.

The existing wording of Paragraph 5 Section 4 Item 23) of the Articles of Association:

“23) provide investment advisory services involving financial instruments not admitted to organized trading and securities issued by the Treasury or the National Bank of Poland.”

The proposed wording of Paragraph 5 Section 4 Item 23) of the Articles of Association:

“23) perform non-brokerage activities in the following scope:

- a) receive and transmit orders to buy or sell financial instruments;
- b) execute orders to buy or sell financial instruments for the account of the ordering party;
- c) buy and sell financial instruments for its own account;
- d) provide investment advice;
- e) offer financial instruments;
- f) provide services in implementation of contracts for firm commitment and stand-by underwriting and implement other similar agreements.

3. The following Section 6 shall be added after Section 5 of Paragraph 5.

„6. The Bank may perform actions restricted for banks, defined by the Act on the State Support in Raising Children.”

4. The change of Paragraph 18 Section 1 Item 9) of the Articles of Association.

The existing wording of Paragraph 18 Section 1 Item 9) of the Articles of Association:

“9) any performance to be made by the Bank or any of its associated entities for any reason whatsoever, to the benefit of any of the Management Board's members and granting consent for the conclusion by the Bank or its subsidiary of a material agreement with any entity associated with the Bank, the Supervisory Board member, the Management Board member or entities associated with them.”

The proposed wording of Paragraph 18 Section 1 Item 9) of the Articles of Association:

„9) granting consent for the conclusion by the Bank of material agreement with a shareholder who holds at least 5% of the total vote in the Bank or with entity associated with the Bank,“

## **16. OTHER INFORMATION**

The Management Board gives notice that the GM session will be transmitted in real time on the Internet. To view the transmission of the GM shareholders should have installed on the computer plug-in Adobe Flash Player v.11 or above. Recommended internet connection with required bandwidth of 512 kpbs or higher.

The transmission of the GM session will be available in real time on the website: <http://www.citibank.pl/poland/homepage/english/general-meetings-210616.htm>

In order to access the transmission of the GM session in real time, shareholder should choose link: <http://www.citibank.pl/poland/homepage/english/general-meetings-210616.htm> and click „The transmission of the GM session“.

The shareholders electronically sending notifications concerning powers of attorney or other documents referred to in point 2 above incur the risks related thereto, in particular those arising from inability to communicate or to exercise the voting rights during the GM as a result of temporary or permanent breakdown of or disturbances in the power grid or telecommunications infrastructure within the meaning of the Telecommunications Law of 16 July 2004 (Journal of Laws no. 171, item 1800, as amended).