

*Draft Resolution to Item 5, Sub-point 8) of the
Agenda of the Ordinary General Meeting held on
21 June 2016*

**Resolution No/2016
of the Ordinary General Meeting
of the Bank Handlowy w Warszawie Spółka Akcyjna
of 21 June 2016**

regarding changes in the composition of the Supervisory Board of Bank Handlowy w Warszawie S.A.

After consideration of the information about the education, professional career and reputation of Ms. Jenny Grey, as well as the information about the mandates held in management boards and supervisory boards of other entities, the Ordinary General Meeting of Shareholders of Bank Handlowy w Warszawie S.A., concludes that Ms. Jenny Grey satisfies the requirements referred to in Article 22aa of the Banking Law Act, and in particular:

- a) Ms. Jenny Grey graduated from London School of Economics in Social Psychology, which is useful in supervisory tasks in the areas such as Human Resources and social communication and therefore it should be considered that she has an education appropriate to act as a member of the Supervisory Board of the Bank;
- b) many years of practical experience gathered in leadership positions in gathered in Citi Group, British Government Administration and in British Healthcare indicate that Ms. Jenny Grey has the skills and experience sufficient to act as a member of the Supervisory Board of the Bank and perform duties related to this role;
- c) professional attitude of Ms. Jenny Grey on previously occupied positions proves her good repute and gives assurance of correct execution of tasks as a member of the Supervisory Board;
- d) Ms. Jenny Grey is not a member of any management board or supervisory boards of other entities, as specified in Article 22aa paragraph 3 of the Banking Law Act;
- e) knowledge, skills and experience of Ms. Jenny Grey are significant for assuring that composition of the Supervisory Board will reflect an adequately wide range of competences.

therefore, acting on the basis of § 9 section 2.7) in conjunction with § 14 section 1 of the Articles of Association, the Ordinary General Meeting of Shareholders appoints Ms. Jenny Grey as member of the Supervisory Board of Bank Handlowy w Warszawie S.A. for a three-year term of office.

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regarding changes in the composition of the Supervisory Board of Bank Handlowy w Warszawie S.A.

After consideration of the information about the education, professional career and reputation of Mr. Anand Selvakesari as well as the information about the mandates held in management boards and supervisory boards of other entities, the Ordinary General Meeting of Shareholders of Bank Handlowy w Warszawie S.A., concludes that Mr. Anand Selvakesari satisfies the requirements referred to in Article 22aa of the Banking Law Act, and in particular:

- a) Mr Anand Selvakesari graduated from Thiagarajar School of Management on Madurai Kamaraj Univesity in Madurai, India Masters in Business Administration, as well as Coimbatore Institut of Technology on Bharathiyar University in Coimbatore, India, therefore it should be considered that he has an education related to banking and finance appropriate to act as a member of the Supervisory Board of the Bank;
- b) Many years of practical experience, gained by Mr. Anand Selvakesari as a CEO in financial institutions, including Citibank India, Citibank Taiwan Ltd., Citibank (China) Company Ltd. Proves, indicate that Mr Anand Selvakesari has the skills and experience sufficient to act as a member of the Supervisory Board of the Bank and perform duties related to this role;
- c) professional attitude of Mr. Anand Selvakesari on previously occupied positions proves his good repute, and gives assurance of correct execution of tasks as a member of the Supervisory Board;
- d) the number of functions held by Mr Anand Selvakesari in management boards and supervisory boards of other entities does not exceed the limit specified in Article 22aa paragraph 3 of the Banking Law Act;
- e) knowledge, skills and experience of Mr. Anand Selvakesari are significant for assuring that composition of the Supervisory Board will reflect an adequately wide range of competences.

therefore, acting on the basis of § 9 section 2.7) in conjunction with § 14 section 1 of the Articles of Association, the Ordinary General Meeting of Shareholders appoints Mr. Anand Selvakesari as member of the Supervisory Board of Bank Handlowy w Warszawie S.A. for a three-year term of office.