

Attachment to the Current Report No 27/2016

**Resolution No 1
of the Extraordinary General Meeting
of the Bank Handlowy w Warszawie Spółka Akcyjna
of September 22, 2016**

concerning election of Chairman of the Extraordinary General Meeting

The Extraordinary General Meeting appoints Jarosław Iwanicki to be a Chairman of the Extraordinary General Meeting.

In secret ballot, 111.523.124 valid votes were cast from 111.523.124 shares constituting 85,35% of the Bank's initial capital. The number of votes cast for the resolution – 111.523.123, the number of votes cast against the resolution – 0, the number of abstaining votes – 1. The resolution has been adopted.

**Resolution No 2
of the Extraordinary General Meeting
of the Bank Handlowy w Warszawie Spółka Akcyjna
of September 22, 2016**

concerning approval of the Agenda

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

In open ballot, 111.523.124 valid votes were cast from 111.523.124 shares constituting 85,35% of the Bank's initial capital. The number of votes cast for the resolution – 111.523.124, the number of votes cast against the resolution – 0, the number of abstaining votes – 0. The resolution has been adopted.

**RESOLUTION No. 3
of the Extraordinary General Meeting
of the Bank Handlowy w Warszawie Spółka Akcyjna
of September 22, 2016**

regarding changes in the composition of the Supervisory Board of the Bank

After consideration of the information about the education, professional career and reputation of Mr. Marek Kapuściński, as well as the information about the mandates held in management boards and supervisory boards of other entities, the Extraordinary General Meeting of Shareholders of Bank Handlowy w Warszawie S.A., concludes that

Mr. Marek Kapuściński satisfies the requirements referred to in Article 22aa of the Banking Law Act, and in particular:

- a) Mr. Marek Kapuściński graduated with a Master's Degree in International Trade from the Warsaw Main School of Planning and Statistics (today SGH - the Warsaw School of Economics) and a post-graduate degree from SEHNAP in conj. with Stern School of Business at New York University, which is useful in supervisory tasks in the areas such as company management, finance, marketing and therefore it should be considered that he 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 gathered in Procter & Gamble capital group indicate that Mr. Marek Kapuściński 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. Marek Kapuściński on previously occupied positions proves his good repute and gives assurance of correct execution of tasks as a member of the Supervisory Board of the Bank;
- d) Mr. Marek Kapuściński 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 Mr. Marek Kapuściński are significant for assuring that composition of the Supervisory Board will reflect an adequately wide range of competences needed to supervise all major areas of the Bank's operations.

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

In secret ballot, 111.523.124 valid votes were cast from 111.523.124 shares constituting 85,35% of the Bank's initial capital. The number of votes cast for the resolution – 103.242.447, the number of votes cast against the resolution – 5.335.029, the number of abstaining votes – 2.945.648. The resolution has been adopted.

**Resolution No 4
of the Extraordinary General Meeting
of the Bank Handlowy w Warszawie Spółka Akcyjna
of September 22, 2016**

concerning the changes in the Articles of Association of the Bank

§ 1

Acting pursuant to § 9 Section 2 Item 2 of the Articles of Association and Art. 430 of the Commercial Companies Code, the Extraordinary General Meeting of Bank Handlowy w Warszawie S.A. has resolved as follows:

Paragraph 14 Item 1 of the Bank's Articles of Association shall now read as follows:

“1. The Supervisory Board shall consist of five to twelve members elected by the General Meeting of Shareholders. Each member of the Supervisory Board shall be elected for a term of office of three years. At least a half of the members of the Supervisory Board, including its Chairman, should be Polish citizens. In case of expiration of mandate of one or several members, during their term, resulting in fall of the number of the Supervisory Board members with Polish citizenship below half of the members of the Supervisory Board, the Management Board should take up action in order to complete the composition of the Supervisory Board as soon as practical. If the number of Supervisory Board members holding Polish citizenship is less than half of the total number of Supervisory Board members, the Supervisory Board will still be able to hold meetings, adopt resolutions and conduct any other factual or legal actions.”

§ 2

The resolution shall enter into force on the date it is adopted and shall come into effect on the registration of the amendment in the register of entrepreneurs of the National Court Registry. Under Art. 34 Section 2 of the Banking Law, this resolution to amend the Bank's Articles of Association requires the consent of the Polish Financial Supervision Authority.

In open ballot, 111.523.124 valid votes were cast from 111.523.124 shares constituting 85,35% of the Bank's initial capital. The number of votes cast for the resolution – 111.523.124, the number of votes cast against the resolution – 0, the number of abstaining votes – 0. The resolution has been adopted.