

Warsaw, November 9, 2017

Current report No 26/2017

Subject: Informations contained in the notice of convening the Extraordinary General Meeting of Bank Handlowy w Warszawie S.A. to be held on 6 December 2017

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 as amended).

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

of Bank Handlowy w Warszawie Spółka Akcyjna, a joint-stock company with its registered office in Warsaw, 16 Senatorska Street, 00-923 Warsaw, registered with the District Court for Warsaw in Warsaw, 12th 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 EXTRAORDINARY GENERAL MEETING AND ITS DETAILED AGENDA

1.1 Date and venue

The Bank’s Management Board, acting pursuant to article 398 and § 8 section 3 of the Bank’s Articles of Association, hereby convenes the Extraordinary General Meeting (further: the “**GM**”) to be held at 12:00 on 6 December 2017 at 16 Senatorska Street in Warsaw.

1.2 Agenda

1. Opening of the Extraordinary General Meeting;
2. Electing the Chairperson of the Extraordinary General Meeting;
3. Stating that the Extraordinary General Meeting has been duly convened and is legally capable for undertaking valid resolutions;
4. Approving the agenda;
5. Taking resolutions on:
 - 1) changes in the composition of the Supervisory Board of the Bank Handlowy w Warszawie S.A. and appointment for common term of office;

- 2) changes in the Policy for the Assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A.;
 - 3) changes in the Articles of Association and establishment of a uniform text of the Articles of Association of Bank Handlowy w Warszawie S.A.
6. Closing of the Extraordinary 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 The risk of not delivering messages to the Bank's electronic mail system 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 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 15 November 2017.

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.

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.

6. SUBMISSION OF BANK'S SUPERVISORY BOARD CANDIDATES

If shareholder intend to submit candidate for a member of the Bank's Supervisory Board, the shareholder should contact the Bank by e-mail address: relacjeinwestorskie@citi.com or in person in order to receive from the Bank the forms of the documents to be included in the candidate application.

In particular, according to the Policy for the assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A. the shareholder submitting the candidate, or (when the shareholder does not), a candidate himself/herself, within the scope of the consent on processing by the Bank his/her personal data, including the sensitive personal data, shall provide to the Committee of the Supervisory Board for Appointments and Remuneration with the information and documents necessary to perform the candidate's assessment based on the criteria stated in the Policy for the assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A. listed below:

- a) the candidate's CV, including:

- i) the candidate's first name and surname, surname at birth, and the candidate's parents' first names;
 - ii) the date and place of the candidate's birth, the candidate's citizenship;
 - iii) the candidate's permanent and usual address of registered and usual residence at the time of submitting the appointment request; and
 - iv) detailed description of education, skills and experience;
- b) an information form with the information and statements required for an assessment in accordance with this Policy, the draft of which is in Appendix 2;
 - c) reference letters for the last 3 years, if available, or if not available, the candidate may possibly provide contact details to the persons indicated in the form mentioned in point b) above, who may give their references about the candidate (up to 3 persons).

7. 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-061217.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.

7.1 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.

7.2 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: relacjeinwestorskie@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 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.

7.3 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 7.2 – checks whether the information and scans of the documents listed in section 7.2 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 7.2 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 7.2 will not be binding on the Bank.

7.4 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.

7.5 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 7.4 above.

8. 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-061217.htm>

9. 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.

10. 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.

11. 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 20 November 2017 (further: the "**Registration Date**") falling 16 days prior to the GM date.

12. 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 21 November 2017, 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.

13. 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 16 Senatorska Street, 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.

14. ACCESS TO DOCUMENTS

The full content of the documents 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-061217.htm>, as of the date of the GM being convened, as per article 402(3) § 1 of the Code of Commercial Companies and in the registered office of Bank Handlowy w Warszawie S.A. at 16 Senatorska Street, Warsaw, 4th floor, phone no. 226577085, from 09:00AM to 03:00PM.

15. 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-061217.htm>

16. 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

Amendment to paragraph 18 section 1 of the Articles of Association

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

“1. Besides the rights and obligations provided for in applicable laws and other matters provided for in these Articles of Association, the Supervisory Board is authorized to resolve upon:

- 1) appointing and recalling the President of the Management Board in a secret ballot,

- 2) appointing and recalling on the President's motion in secret ballot of Vice-Presidents and other members of the Bank's Management Board,
- 3) determine terms and conditions of agreements which cover contracts of employment or other legal relationship among members of the Management Board and the Bank,
- 4) consent to the opening and closing of a branch office abroad,
- 5) resolving upon regulations of the Supervisory Board and approving the following regulations adopted by the Bank's Management Board:
 - a) regulations of the Management Board,
 - b) regulations for the application of special funds created out of the net profit,
- 6) granting prior consent to any disposition of the Bank's fixed assets with value in excess of 1/10 of the Bank's share capital,
- 7) appointing of the entity authorized to audit financial statements to audit or review the financial statements,
- 8) granting consent for the employment and dismissal of the person in charge of the internal Audit Department and of the person in charge of the Compliance Department, upon the motion of the Management Board,
- 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,
- 10) performing supervision over the introduction and monitoring of the management system in the Bank, including in particular performing supervision over the management of the non-compliance risk, and conducting, at least once a year, the assessment of the adequacy and effectiveness of such system,
- 11) approving a strategy of the Bank's activity and the rules of prudent and stable management of the Bank,
- 12) approving the fundamental organizational structure of the Bank, harmonized with the size and profile of incurred risk and determined by the Bank's Management Board,
- 13) accepting a general level of the Bank's risk,
- 14) approving foundations of the Bank's policy on non-compliance risk,
- 15) approving the Bank's internal procedures on processes for the assessment of internal capital, capital management and capital planning,
- 16) approving the Bank's information policy,
- 17) approving of an internal control procedure,
- 18) approving the general principles of the variable remuneration components policy for persons holding managerial positions and carrying out periodic reviews of these principles,
- 19) approving the variable remuneration components policy for persons holding managerial positions at the Bank.
- 20) approving the list of persons holding managerial positions at the Bank having material impact on the Bank's risk profile.”

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

- „1. Besides the rights and obligations provided for in applicable laws and other matters provided for in these Articles of Association, the Supervisory Board’s responsibilities include the following:
- 1) appointing and recalling the President of the Management Board in a secret ballot,
 - 2) appointing and recalling on the President’s motion in secret ballot of Vice-Presidents and other members of the Bank’s Management Board,
 - 3) determining the terms and conditions of agreements which cover contracts of employment or other legal relationship among members of the Management Board and the Bank,
 - 4) granting consent to the opening and closing of a branch office abroad,
 - 5) resolving upon regulations of the Supervisory Board and approving the following regulations adopted by the Bank’s Management Board:
 - a) regulations of the Management Board of the Bank,
 - b) regulations for the application of special funds created out of the net profit,
 - 6) granting prior consent to any disposition of the Bank’s fixed assets with value in excess of 1/10 of the Bank’s share capital,
 - 7) appointing the external auditor to audit or review the financial statements,
 - 8) granting consent for the employment and dismissal (after giving a hearing) of the person in charge of the internal Audit Department and of the person in charge of the compliance unit, upon the motion of the Management Board of the Bank,
 - 9) granting consent for the conclusion by the Bank of a material agreement with a shareholder who holds at least 5% of the total vote in the Bank or with entity associated with the Bank,
 - 10) performing supervision over the introduction of the management system in the Bank and conducting the assessment of the adequacy and effectiveness of such system, including supervision over the introduction of the risk management system and conducting an annual assessment of the adequacy and effectiveness of such system, as well as supervision over the introduction of the internal control system and conducting an annual assessment of the adequacy and effectiveness of such system, taking into account the assessment of adequacy and effectiveness of control functions, the compliance unit and the Audit Department and the assessment of effectiveness of the non-compliance risk management by the Bank,
 - 11) approving a strategy of the Bank’s activity and the rules of prudent and stable management of the Bank,
 - 12) approving the fundamental organizational structure of the Bank, harmonized with the size and profile of incurred risk and determined by the Bank’s Management Board,
 - 13) approving the acceptable risk level of the Bank,
 - 14) approving the Bank’s compliance policy,

- 15) approving the Bank's internal procedures on processes for the assessment of internal capital, capital management and capital planning,
- 16) approving the Bank's information policy,
- 17) approving of an internal control procedure,
- 18) approving remuneration policies,
- 19) *deleted*,
- 20) *deleted*,
- 21) approving the risk management strategy as well as determining the principles of reporting the types and sizes of risks in the Bank's operations to the Supervisory Board,
- 22) approving regulations of the compliance unit and the Audit Department,
- 23) approving the criteria for the assessment of adequacy and efficiency of the internal control system drafted by the Management Board of the Bank,
- 24) approving the principles of categorization of irregularities detected by the internal control system,
- 25) approving an annual plan of activities of the compliance unit,
- 26) approving the principles of cooperation of the compliance unit and the Audit Department with the corresponding entities of the dominant entity and the subordinated entity,
- 27) approving the principles of annual presentation of reports on its activities by the compliance unit to the Management Board and the Supervisory Board,
- 28) approving the principles of cooperation of the Audit Department with the external auditor,
- 29) approving the strategy of the Audit Department,
- 30) approving the auditing procedures, prepared by the Audit Department Head, ensuring objective completion of tasks by the Audit Department, the principles of transfer of employees from other organizational units of the Bank to the Audit Department, principles of professional development, including the rules for determining the number of internal auditors with professional certificates as well as the periodic assessment of work performance of internal auditors,
- 31) approving the remuneration of the Audit Department Head,
- 32) approval of strategic (long-term) and operational (annual) audit plans and amendments to such plans,
- 33) approving the remuneration of the compliance unit Head, which responsibility may be delegated by resolution to the Audit Committee,
- 34) granting consent, each time, to cooperation of the Audit Department with the corresponding unit of the dominant entity during an audit, which responsibility may be delegated by resolution to the Audit Committee,
- 35) approving the principles of presenting reports by the Audit Department to the Management Board of the Bank and the Supervisory Board.”

17. 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 kbps 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-061217.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-061217.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).