

Warsaw, August 28, 2019

Current report No 28/2019

Subject: Informations contained in the notice of convening the Extraordinary General Meeting of Bank Handlowy w Warszawie S.A. to be held on 24 September 2019

Legal grounds: § 19 section 1 point 1) of the Regulation of the Minister of Finance of 29 March 2018 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 2018, Item 757).

**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, ul. Senatorska 16, 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 ANNUAL GENERAL MEETING AND ITS DETAILED AGENDA

1.1 Date and venue

The Bank’s Management Board, acting pursuant to article 398 and article 399 § 1 of the Polish Code of Commercial Companies and § 8 section 3 of the Bank’s Articles of Association, hereby convenes the Extraordinary General Meeting (further: the “**Meeting**”) to be held at 11:30 am on 24 September 2019 at 7/9 Traugutta Street, Warsaw, Poland.

1.2 Agenda

1. Opening of the Meeting;
2. Electing the Chairperson of the Meeting;
3. Stating that the Meeting has been duly convened and is legally capable for undertaking resolutions;
4. Approving the agenda;
5. Taking resolutions on:
 - 1) changes in the composition of the Supervisory Board of the Bank;
 - 2) adoption of the revised Policy for the Assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A.
 - 3) amendment of the Articles of Association of the Bank Handlowy w Warszawie S.A. and adoption of the consolidated text of the Articles of Association of the Bank Handlowy w Warszawie S.A.

6. Closing of the 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 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 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 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 MEETING AGENDA PRIOR TO THE MEETING 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 Meeting agenda. Such request may be filed with the Bank's Management Board not later than twenty-one days prior to the Meeting date, i.e. by 2 September 2019.

The request to place specific items on the Meeting 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 MEETING AGENDA PRIOR TO THE MEETING 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 Meeting, 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 Meeting 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 MEETING

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

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 Meeting and exercise the voting right both in person and also through a proxy.

A Bank's shareholder other than an individual may attend the Meeting 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 Meeting 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 Meeting on the Bank's website at <http://www.citibank.pl/poland/homepage/english/general-meetings-240919.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: 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 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 Meeting 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 Meeting.

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 Meeting.

If a proxy for a Bank's shareholder at the Meeting 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 Meeting 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 MEETING USING ELECTRONIC MEANS OF COMMUNICATION

The Bank does not provide a possibility to attend the Meeting using electronic means of communication. The shareholders will be able only to track the Meeting session via real-time transmission available on the Bank's website at <http://www.citibank.pl/poland/homepage/english/general-meetings-240919.htm>.

8. NOTE ABOUT THE MANNER OF MAKING STATEMENTS DURING THE MEETING USING ELECTRONIC MEANS OF COMMUNICATION

The Bank does not provide a possibility to make statements during the Meeting 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 Meeting is 8 September 2019 (further: the **Registration Date**) falling 16 days prior to the Meeting date.

11. NOTE ABOUT ELIGIBILITY TO ATTEND THE MEETING

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

At the request made by a holder of dematerialised bearer shares not earlier than after publication of the announcement on convening the Meeting and not later than on the first business day after the Registration Date, that is not later than on 9 September 2019, the

entity keeping the securities account will issue a personal certificate of eligibility to attend the Meeting.

The list of bearer share holders eligible to attend the Meeting 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 Meeting date by entities eligible under the regulations governing trading in financial instruments. The certificates of eligibility to attend the Meeting 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 Meeting 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 Meeting 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 Meeting 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 Meeting.

13. ACCESS TO DOCUMENTS

The full content of the documents to be presented at the Meeting 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-240919.htm>, as of the date of the Meeting 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, 4th floor, phone no. 226577089, from 09:00AM to 03:00PM.

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

All information concerning the Meeting will be made available on the Bank's website <http://www.citibank.pl/poland/homepage/english/general-meetings-240919.htm>.

15. SUBMISSION OF BANK'S SUPERVISORY BOARD CANDIDATES

If shareholder intends 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.

16. OTHER INFORMATION

The Management Board gives notice that the Meeting session will be transmitted in real time on the Internet. To view the transmission of the Meeting 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 Meeting session will be available in real time on the website: <http://www.citibank.pl/poland/homepage/english/general-meetings-240919.htm>.

In order to access the transmission of the Meeting session in real time, shareholder should choose link: <http://www.citibank.pl/poland/homepage/english/general-meetings-240919.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 Meeting 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 (consolidated text: Journal of Laws 2018 item 1954).

17. 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 5 of the Articles of Association.

The existing wording of paragraph 5 of the Articles of Association:

§ 5.

1. The subject of activities of the Bank is to extend banking services in Poland and abroad and, within the provisions of applicable laws, to perform any other activities, which are related with bank activities.

2. In relation to its business, the Bank is entitled to possess foreign exchange values and to deal in such values.

3. The Bank may carry out the following activities:

1) accept cash deposits upon request or upon the specified deadline as well as maintain accounts for the deposits,

2) maintain other bank accounts,

3) perform settlements and effect payments in all forms accepted in domestic and international banking relations,

4) grant credits and cash loans,

- 5) perform cheque and bill of exchange and warrant transactions,
- 6) grant and confirm sureties,
- 7) grant and confirm bank guarantees and open and confirm letters of credit,
- 8) purchase and sell foreign currencies,
- 9) act as an intermediary in dealing with money transfers and foreign exchange settlements,
- 10) issue bank's securities,
- 11) perform ordered activities related to issue of securities,
- 12) perform safe-keeping of valuables and securities and provide bank safes,
- 13) issue credit cards and perform the related operations,
- 14) acquire and sell receivables,
- 15) perform term financial operations,
- 16) issues electronic cash instrument.

4. Additionally, the Bank is entitled to:

- 1) come into possession and purchase shares and rights to shares, shares of another legal person and participation units in investment funds,
- 2) organize and provide services in financial leasing,
- 3) render factoring services,
- 4) trade in securities,
- 5) maintain securities accounts,
- 6) render consulting and advising services on financial matters, including services in favour of companies associated with the Bank or with a dominant entity of the Bank within the scope of management oversight over the entities' business, which consists mainly in providing functioning of this entities in accordance with law, requirements of administrative or regulatory authorities and internal regulations applicable within the group of a dominant entity of the Bank,
- 7) contract liabilities due to issuance of securities,
- 8) play the role of a bank representative within the meaning of the Bond Act,
- 9) purchase and sell real estate, perpetual usufruct of or shares in real estate,
- 10) settle trading in securities, property rights and derivatives,
- 11) convert receivables into items of property subject to confiscation on the terms agreed with the debtor,

- 12) purchase and sell derivatives on its own account or by order of other parties,
- 13) render financial services with reference to canvassing activity in the understanding of the Law on organization and functioning of pension funds,
- 14) *deleted*,
- 15) provide insurance brokerage services in the form of agency services,
- 16) act as a depository for pension funds,
- 17) act as a depository for investment funds,
- 18) render in favour of companies associated with the Bank or with a dominant entity of the Bank the following services within the scope of auxiliary financial activity with the usage of informational systems and technologies, including services within the scope of the development and maintenance of software, informational infrastructure and data processing,
- 19) act as investment company agent, in the name and on behalf of investment company, within the scope of agency for the activity of this company,
- 20) render financial services related to the trading on financial instruments issued abroad and their safe-keeping, including the maintenance of the register of financial instruments recorded by foreign financial and custody-settlement institutions,
- 21) perform brokerage activities,
- 22) issuing electronic payment instruments other than indicated in § 5 Item 3 Point 13 and 16 of the Articles of Association and performing operations with use of these,
- 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 under standby underwriting agreements and firm commitment underwriting agreements or execution and performance of other agreements of similar nature, if they are applicable to financial instruments.

5. The Bank may undertake cooperation within the group, including it may participate financially or operationally in projects implemented jointly with companies associated with the Bank or with a dominant entity of the Bank.

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

The proposed wording of paragraph 5 of the Articles of Association:

§ 5.

1. The subject of activities of the Bank is to extend banking services in Poland and abroad and, within the provisions of applicable laws, to perform any other activities, which are related with bank activities.

2. In relation to its business, the Bank is entitled to possess foreign exchange values and to deal in such values.

3. The Bank may carry out the following activities:

1) accept cash deposits upon request or upon the specified deadline as well as maintain accounts for the deposits,

2) maintain other bank accounts,

3) perform settlements and effect payments in all forms accepted in domestic and international banking relations,

4) grant credits and cash loans,

5) perform cheque and bill of exchange and warrant transactions,

6) grant and confirm sureties,

7) grant and confirm bank guarantees and open and confirm letters of credit,

8) purchase and sell foreign currencies,

9) act as an intermediary in dealing with money transfers and foreign exchange settlements,

10) issue bank's securities,

11) perform ordered activities related to issue of securities,

12) perform safe-keeping of valuables and securities and provide bank safes,

13) issue credit cards and perform the related operations,

14) acquire and sell receivables,

15) perform term financial operations,

16) issues electronic cash instrument.

4. Additionally, the Bank is entitled to:

1) come into possession and purchase shares and rights to shares, shares of another legal person and participation units in investment funds,

2) organize and provide services in financial leasing,

3) render factoring services,

- 4) trade in securities,
- 5) maintain securities accounts,
- 6) render consulting and advising services on financial matters, including services in favour of companies associated with the Bank or with a dominant entity of the Bank within the scope of management oversight over the entities' business, which consists mainly in providing functioning of this entities in accordance with law, requirements of administrative or regulatory authorities and internal regulations applicable within the group of a dominant entity of the Bank,
- 7) contract liabilities due to issuance of securities,
- 8) play the role of a bank representative within the meaning of the Bond Act,
- 9) purchase and sell real estate, perpetual usufruct of or shares in real estate,
- 10) settle trading in securities, property rights and derivatives,
- 11) convert receivables into items of property subject to confiscation on the terms agreed with the debtor,
- 12) purchase and sell derivatives on its own account or by order of other parties,
- 13) render financial services with reference to canvassing activity in the understanding of the Law on organization and functioning of pension funds,
- 14) *deleted*,
- 15) provide insurance brokerage services in the form of agency services,
- 16) act as a depository for pension funds,
- 17) act as a depository for investment funds,
- 18) render in favour of companies associated with the Bank or with a dominant entity of the Bank the following services within the scope of auxiliary financial activity with the usage of informational systems and technologies, including services within the scope of the development and maintenance of software, informational infrastructure and data processing,
- 19) act as investment company agent, in the name and on behalf of investment company, within the scope of agency for the activity of this company,
- 20) render financial services related to the trading on financial instruments issued abroad and their safe-keeping, including the maintenance of the register of financial instruments recorded by foreign financial and custody-settlement institutions,
- 21) perform brokerage activities,
- 22) issuing electronic payment instruments other than indicated in § 5 Item 3 Point 13 and 16 of the Articles of Association and performing operations with use of these,
- 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 under standby underwriting agreements and firm commitment underwriting agreements or execution and performance of other agreements of similar nature, if they are applicable to financial instruments,
- 24) providing payment initiation service,
- 25) providing account information service.
5. The Bank may undertake cooperation within the group, including it may participate financially or operationally in projects implemented jointly with companies associated with the Bank or with a dominant entity of the Bank.
6. The Bank may perform actions restricted for banks, defined by the Act on the State Support in Raising Children.