

**Resolution No ..../2017  
of the Ordinary General Meeting  
of the Bank Handlowy w Warszawie Spółka Akcyjna  
of 22 June 2017**

**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. Marc Luet 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. Marc Luet satisfies the requirements referred to in Article 22aa of the Banking Law Act, and in particular:

- a) Mr. Marc Luet obtained degree of Bachelor of Science Economics on Universite Paris Panthéon Sorbonne, Masters of Economy & Finance on Institut d'Etudes Politiques de Paris and MBA on Tuck School of Business Administration. His education covers multidiscipline theoretical knowledge in the area of economics, management and finance, applicable in banking.
- b) Many years of practical experience, gained in managerial positions, including AO Citibank and Visa, indicate that Mr. Marc Luet 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. Marc Luet 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 Marc Luet 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. Marc Luet are significant for assuring that composition of the Supervisory Board will reflect an adequately wide range of competences necessary to supervise all key areas of the Bank's activity.

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. Marc Luet as member of the Supervisory Board of Bank Handlowy w Warszawie S.A. for a three-year term of office.

*Draft Resolution to Item 5, Sub-point 8) of the  
Agenda of the Ordinary General Meeting held on  
22 June 2017*

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of the Bank Handlowy w Warszawie Spółka Akcyjna  
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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. Stephen Volk 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. Stephen Volk satisfies the requirements referred to in Article 22aa of the Banking Law Act, and in particular:

- a) Mr. Stephen Volk graduated from legal studies on Harvard Law School, which stipulates that Mr. Stephen Volk holds adequate education to perform duties of the member of the Bank's Supervisory Board.
- b) Many years of practical experience, gained in managerial positions in Citi capital group, other financial institutions and top law firms indicate that Mr. Stephen Volk 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. Stephen Volk 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. Stephen Volk 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. Stephen Volk are significant for assuring that composition of the Supervisory Board will reflect an adequately wide range of competences necessary to supervise all key areas of the Bank's activity.

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. Stephen Volk as member of the Supervisory Board of Bank Handlowy w Warszawie S.A. for a three-year term of office.