

Uniform text edited by the Resolution of the Supervisory Board on August 14, 2014, including amendments adopted by the Resolution no 33/2017 of the Ordinary General Meeting of Shareholders on June 22, 2017

**REGULATIONS
OF THE GENERAL MEETING OF SHAREHOLDERS OF
BANK HANDLOWY W WARSZAWIE S.A.**

§ 1

1. The General Meeting of Shareholders of Bank Handlowy w Warszawie S.A., hereinafter referred to as the General Meeting may be ordinary (annual) or extraordinary.
2. The convening and preparation of the General Meeting takes place according to the procedure and principles set forth in the Commercial Companies Code and the Bank's Articles of Association.
3. The General Meeting's debates take place according to the provisions of the Commercial Companies Code and in the Regulations.

§ 2

1. Only persons who are shareholders of the Bank sixteen day before the date of the General Meeting of Shareholders shall have the right to participate in it. The list of persons entitled based on bearer shares shall be made on the basis of bearer share instruments if such instruments or certificates which are their due substitutes are submitted to the Bank no later than on the date of registration for participation in the General Meeting of Shareholders and are not collected before the end of that day, and in the case of dematerialized bearer shares – on the basis of a list prepared based on certificates of the right to participate in the General Meeting of Shareholders or other equivalent documents, issued in conformity with the Act on Trading in Financial Instruments; such list to be made available by the securities depository to the Bank. The securities depository shall issue a nominative certificates to the holder's name at the request of a person entitled to that made no earlier than after the announcement of the convention of the General Meeting of Shareholders and no later than on the first business day after the date of the registration for participation in the General Meeting of Shareholders.
2. A shareholder can transfer shares during the period between the date of registration for participation in the General Meeting of Shareholders and the date of the closing of the General Meeting of Shareholders.

§ 3

1. The members of the Management Board and the Supervisory Board of the Bank shall be present during the General Meeting and also the auditor of the company shall be present, if financial matters of the Bank are to be discussed.
2. The absence of the member of the Management Board or the member of the Supervisory Board must be explained.
3. In case of the absence of the Supervisory Board's member, the Chairman of the Supervisory Board or a person authorized by him/her shall submit the explanations. In case of the absence of the Management Board's member, the President of the Management Board or a person authorized by him/her shall submit the explanations.
4. Also other persons invited by the Management Board may participate in the General Meeting.

§ 4

1. A list of shareholders entitled to participate in the General Meeting shall be prepared and signed by the Bank's Management Board.
2. The list shall include:
 - a) first and last names or company (name) of shareholders entitled to participate in the General Meeting,
 - b) place of residence (seat) or correspondence address in case of individuals,
 - c) number and type of shares and the number of votes attributed thereto.
3. The list shall include information that each share entitles to 1 (one) vote.
4. The list referred to in Section 1 and 2 shall be available at premises of the Bank's Management Board for 3 (three) working days directly preceding the date set for holding the General Meeting.
5. Information concerning a General Meeting of Shareholders, in particular, draft resolutions proposed to be passed along with a justification and a Supervisory Board opinion, and other required documentation shall be placed on the Bank's website in conformity with the Code of Commercial Companies.

§ 5

1. Subject to limitations set out in the Commercial Companies' Code the Bank's shareholders may contact the Bank by electronic means of communication. In

particular, the Bank's shareholders may submit motions, requests, ask questions and send notices and documents.

2. The shareholders will electronically communicate with the Bank by using a special dedicated e-mail address.
3. A power of attorney should be drawn up in writing or by-email and should be attached to the minutes of the General Meeting; otherwise, it shall be null and void. A power of attorney granted by e-mail shall not require a safe electronic signature verified by a valid qualified certificate. In the case of legal persons, the power of attorney should be signed by persons authorized to represent the person in accordance with an excerpt from an appropriate register presented at the time the attendance list referred to in § 9 of the Regulations is drafted, or if no such register exists – in accordance with another document specifying the persons authorized to represent such a person.
4. When the shareholder electronically sends documents which in the original were drawn up in a language other than Polish, he/she shall attach to them their translation into Polish prepared by a sworn translator.
5. Any documents which are sent electronically by the shareholder to the Bank or by the Bank to the shareholder have to be scanned in a PDF format.

§ 5a

1. The Bank's shareholders intending to exercise their right to communicate with the Bank by e-mail may do so only at the e-mail address given on the Bank's website. This way may be used to communicate in particular:
 - 1) a demand to convene a General Meeting;
 - 2) motions to place a given issue on the General Meeting agenda;
 - 3) draft General Meeting resolutions;
 - 4) questions;
 - 5) notices on powers of attorney by e-mail and on revocation of powers of attorney.
2. A person communicating with the Bank by e-mail should prove its shareholder status or its right to participate in the Bank's General Meeting. To this end, such a person, together with the demand, motion, draft resolution, question or notice, shall be obliged to send to the Bank the following documents by e-mail given on the Bank's website:
 - 1) a scan of the deposit certificate or registered certificate confirming the right to participate in the Bank's General Meeting, and:
 - 2) in the case of a natural person – a scan of the ID document or passport (allowing for the identification of the holder);
 - 3) in the case of a legal person or organizational unit without legal personality – a scan of the excerpt from an appropriate register.

3. In the case of a notice on a power of attorney by e-mail, the shareholder or a person entitled to participate in a General Meeting, apart from the documents referred to in item 2, shall send additionally to the email address given on the Bank's website:
 - 1) a scan of the power of attorney, containing particulars of the mandator or persons acting on its behalf in accordance with the mandator's principles of representation ;
 - 2) a scan of the ID document or passport (containing particulars allowing for the identification of the holder) of the attorney being a natural person;
 - 3) a scan of an excerpt from the register relevant for the attorney being a legal person or an organizational unit without legal personality;
 - 4) e-mail address for communication with the shareholder or its attorney.
4. The Bank's Management Board may establish additional methods of communication with the Bank by e-mail, and for notices on power of attorney by e-mail, by placing appropriate information on the Bank's website or in an announcement on convening a General Meeting.
5. The provisions of items 2-4 shall apply accordingly to a notice on revocation of a power of attorney by e-mail.
6. Motions, demands, draft resolutions, questions and notices submitted by shareholders in a manner other than by e-mail given on the Bank's website or disregarding the requirements set out in items 2-4 above, or set out in accordance with item 5, shall not be legally effective towards the Bank and as such shall not be taken into account.

§ 5b

1. The Bank may organize a General Meeting in a manner enabling the shareholders to participate in a General Meeting by means of electronic communication, and in particular:
 - a. to transmit a General Meeting on the Internet;
 - b. two-way on-line communication allowing the shareholders using means of electronic communication to speak remotely during the General Meeting;
 - c. to vote in person or by proxy before or during a General Meeting.
2. The Bank's Management Board shall be authorized to establish detailed principles of the shareholders' participation in a General Meeting by means of electronic communication, including the organizational and technical requirements necessary for the Bank's shareholders to participate in a General Meeting by means of electronic communication, especially technical solutions used to identify the shareholders and to ensure electronic communication safety.
3. Shareholders participating in a General Meeting by means of electronic communication or, in the case of a notice on a power of attorney by e-mail or any

documentation set out in § 5a of the Regulations bear the risk related thereto, especially arising from the inability to receive the transmission, communication or to vote during a General Meeting as a result of temporary or permanent outage or power line or telecommunications network distortions within the meaning of the Telecommunications Law of 16 July 2004 (Journal of Laws no. 171, item 1800, as amended).

§ 6

1. A shareholder being an individual person may participate in the General Meeting and exercise its voting rights personally or acting through an attorney.
2. A shareholder being a legal entity may participate in the General Meeting and exercise its voting rights through a person entitled to submit declarations of will in its name, or acting through an attorney.
3. A power of attorney to attend the General Meeting and exercise the right to vote must be granted in writing or in electronic form.
4. The forms to be used for voting through an attorney are available from the date of convening the General Meeting on the Bank's website.

§ 7

1. If a power of attorney is granted in writing, the attorney is obliged to present, while preparing the attendance list, the following documents:
 - 1) an original of the power of attorney;
 - 2) a scanned image of an extract from the register with which the shareholder is registered; or a scanned image of a document confirming the powers of the persons acting on behalf of such a shareholder; and
 - 3) a document enabling to identify the attorney.
2. Should any of the above-mentioned documents be drawn up in a language other than Polish, the attorney shall attach to them their translation into Polish prepared by a sworn translator.

§ 8

1. Shareholders shall notify the Bank of having granted a power of attorney in an electronic form using a special dedicated e-mail address.
2. The notification must contain the shareholder's phone number and e-mail address, as well as the attorney's phone number and e-mail address that can be used by the Bank

to contact the shareholder and the attorney. The notification of having granted a power of attorney should also contain the scope of the power of attorney, i.e. the number of shares in respect of which the right to vote is to be exercised and the date of the General Meeting at which the right is to be exercised.

3. The notification of having granted a power of attorney in an electronic form to be sent by the shareholder to the Bank must be accompanied by the text of the power of attorney, excluding instructions for exercising the right to vote by the attorney.
4. If the power of attorney is not granted by a natural person, the shareholder must provide the Bank with the following:
 - 1) a scanned image of an extract from the register with which the shareholder is registered; or
 - 2) a scanned image of a document confirming the powers of the persons acting on behalf of such a shareholder.
5. If the power of attorney has been granted to an entity other than a natural person, the shareholder must provide the Bank also with the following:
 - 1) a scanned image of an extract from the register with which the attorney is registered; or
 - 2) a scanned image of any other document confirming that such an entity exists.
6. The procedure described above applies accordingly to notifying the Bank, by electronic means, of having revoked the power of attorney.
7. The notification of having granted or revoked the power of attorney in an electronic form should be given not later than by 3 p.m. on the day preceding the day of the General Meeting.
8. Nothing in the procedure described above may be construed as releasing the attorney from the obligation to provide, while preparing the attendance list of the persons eligible to attend the General Meeting, documents to identify the attorney.

§ 9

1. In order to verify the validity of the power of attorney granted in an electronic form and to identify the Bank's shareholder and their attorney, the Bank must, upon receipt of a notification of having granted the power of attorney in an electronic form in accordance with the provisions of § 8 above, verify whether the notification contains such information and is accompanied by such scanned images of documents as specified in § 8 above and, in the case of persons other than natural persons, whether

the power of attorney has been granted by a person or persons authorized to represent the entity granting the power of attorney.

2. The Bank may use the phone number provided by the shareholder in accordance with § 8 above or send a return e-mail to contact the shareholder and/or their attorney in order to verify the granting by that shareholder of a power of attorney in an electronic form. The Bank shall have the right to contact both the shareholder and the attorney.
3. The Bank may also take other actions to identify the shareholder and their attorney in order to verify the validity of a power of attorney granted in an electronic form, with such actions to be proportional to the intended purpose.
4. The Bank will not be bound by a notification of having granted or revoked a power of attorney in an electronic form if the notification fails to comply with the requirements specified in § 8 above.

§ 10

1. Members of the Bank's Management Board and the Bank's employees may act as attorneys for the Bank's shareholders at the General Meeting.
2. If the attorney for a shareholder at the General Meeting is:
 - 1) a member of the Bank's Board,
 - 2) a member of the Bank's Supervisory Board,
 - 3) an employee of the Bank or
 - 4) a member of a governing body of the Bank's subsidiary or an employee of such a subsidiary,

the power of attorney may authorize to represent that shareholder only at one General Meeting. The attorney must disclose to the Bank's shareholder any circumstances indicating that a conflict of interest has occurred or may occur. Further powers of attorney may not be granted.

3. If the Bank's shareholder appoints an attorney as referred to above, the shareholder must provide the attorney with instructions on how to vote and the attorney is obliged to vote in accordance with such instructions.

§ 11

1. The General Meeting shall be opened by the Chairman or the Vice-chairman of the Bank's Supervisory Board, who orders the election of the Chairman of the General Meeting.

2. In case of the absence of the Chairman or the Vice-chairman of the Bank's Supervisory Board, the rights referred to in Section 1 shall be passed to the President of the Management Board or any person nominated by the Management Board.

§ 12

1. Each shareholder is entitled to stand as candidate for the position of the Chairman of the General Meeting and may submit into the minutes one candidate for the position of the Chairman of the General Meeting.
2. The nominated candidate shall be entered into a list upon submitting into the minutes a declaration of accepting its nomination. The person opening the General Meeting prepares the list of the nominated candidates. Upon its announcement, the list shall be considered closed.
3. The Chairman of the General Meeting is elected by voting for each candidate separately, in alphabetic sequence. The Chairman shall be elected in an open ballot, unless any of the shareholders entitled to vote demands a secret ballot to take place.
4. The person opening the General Meeting shall ensure the correctness of voting and shall announce its results.
5. The candidate who, has expressed its consent for the nomination and received the highest number of votes present shall become the Chairman of the General Meeting. If several candidates receive an identical number of votes, voting shall be repeated.
6. The General Meeting shall refrain from making decisions until the Chairman of the General Meeting is elected.

§ 13

1. The Chairman of the General Meeting shall manage the debate in accordance with the agenda, applicable laws and provisions of the Regulations.
2. The Chairman of the General Meeting shall ensure the efficient and correct progress of the debate and voting, and the respect for the interests of all shareholders.
3. Duties of the Chairman of the General Meeting shall include in particular:
 - 1) allowing to speak,
 - 1) providing appropriate instructions to maintain order in the course of the debate,
 - 2) ordering technical breaks in the debate,
 - 3) ordering voting to take place and overseeing its proper conduct,
 - 4) signing documents containing results of voting,
 - 5) concluding the completion of the agenda,
 - 6) resolving procedural issues.

4. The Bank's Management Board through the person opening the General Meeting shall deliver to the Chairman of the General Meeting an instruction to fulfill this function in a manner ensuring the observance of applicable provisions of law, "Code of Best Practice for WSE Listed Companies", the Articles of Association and other internal regulations of the Bank. The instruction is included in the Attachment to the Regulations.

§ 14

1. Following the election, the Chairman of the General Meeting shall sign a list of attendance, containing a list of shareholders participating in the General Meeting, specifying the number of shares held by each shareholder and the number of votes allocated to such shareholder.
2. The list of attendance shall be prepared by the persons appointed for this purpose by the Bank's Management Board. The list of attendance is prepared on the basis of the list of shareholders, as referred to in § 4 Section 1 and Section 2 of the Regulations.
3. When preparing the list of attendance it is necessary to:
 1. verify whether a shareholder is entitled to participate in the General Meeting,
 2. verify the identity of a shareholder or its attorney, based on an identity card or other reliable document,
 3. verify the correctness of the power of attorney, which shall be subsequently attached to the minutes of the General Meeting,
 4. obtain a signature of a shareholder or its attorney on the list of attendance,
 5. provide an appropriate voting instrument to a shareholder or its attorney.
4. The appeals relating to the right of participation in the General Meeting shall be submitted to the Chairman of the General Meeting, whose decisions shall be final in this regard.

§ 15

1. The list of attendance shall be available throughout the course of the General Meeting, until it is closed. Persons preparing the list of attendance are obliged to include therein any changes in participation in the General Meeting, indicating the time, when such changes are made.
2. A shareholder leaving the room during the debate shall be obliged to notify the fact to the persons preparing the list of attendance.

§ 16

1. Following the election and signing the list of attendance, the Chairman of the General Meeting shall conclude the correctness of convening the General Meeting and its ability to adopt resolutions and present the agenda.

2. If required, the Chairman of the General Meeting may appoint a person, who shall assist him in capacity of the Secretary of the General Meeting.

§ 17

removed

§ 18

removed

§ 19

1. The General Meeting may adopt a resolution on abandoning the consideration of any matter included on the agenda of the General Meeting or on change the order of matters included on the agenda. The prior consent of all the shareholders present at the General Meeting, who filed such motion, supported by 80% of the votes of the General Meeting shall be required to cancel an item on the agenda or abandon the consideration of any matter included on the agenda. The motions in the aforementioned issues shall be justified in detail.
2. With respect to matters not included in the agenda, resolutions may not be adopted, unless the entire share capital is represented at the General Meeting and no present person opposes to the adoption of such resolution.

§ 20

- 1 After presenting each consecutive matter placed in the agenda, the Chairman of the General Meeting shall open discussion and allow speaking in the sequence of registration. Upon consent of the General Meeting, discussion may take place on several items of the agenda jointly.
- 2 Members of the Bank's Management Board and the Supervisory Board may be allowed to speak out of sequence.
- 3 The Chairman of the General Meeting may order registration for discussion in writing, with providing first and last names.
- 4 If a large number of persons registers for the participation in discussion, the Chairman of the General Meeting may restrict the number of speakers.

§ 21

- 1 It is allowed to speak only on matters included in the agenda and being currently considered.

- 2 In consideration of each matter on the agenda, a shareholder shall be entitled to one five-minute statement and three-minute response.
- 3 The Chairman of the General Meeting shall be entitled to remind a speaker, who deviates from the topic of discussion or exceeds the time allocated pursuant to Section 2. The speaker not adhering to the reminder may be deprived of the right to speak by the Chairman.

§ 22

- 1 Information concerning a General Meeting of Shareholders, in particular, draft resolutions proposed to be passed along with a justification and a Supervisory Board opinion, and other required documentation shall be placed on the Bank's website in conformity with the Code of Commercial Companies.
- 2 A Management Board member can refuse to provide information if giving the information could be a basis for his penal, civil law or administrative liability.
- 3 A response shall be considered to be given if appropriate information is available on the Bank's website.
- 4 For important reasons, the Management Board can give a response in writing outside the General Meeting of Shareholders but no later than within two weeks from the date of making the request during the General Meeting of Shareholders.

§ 23

Any shareholder shall be entitled to object decisions of the Chairman of the General Meeting. The General Meeting shall decide about maintaining or revoking the Chairman's decision in an open ballot by the absolute majority of votes present.

§ 24

1. Each shareholder shall have the right to propose draft resolutions during a General Meeting of Shareholders concerning matters placed on its agenda, propose changes and additions to draft resolutions, covered by the agenda of a General Meeting of Shareholders – until the closing of a discussion over an item of the agenda covering the draft resolution to which a proposal relates.
2. A shareholder or shareholders representing at least one-twentieth of the share capital shall be entitled to demand that a certain matter be placed on the agenda of the General Meeting of Shareholders. In order to exercise the right, they should give their motion to the Bank Management Board in writing or in an electronic form; along with a justification and a draft resolution related to the proposed item on the agenda no later than twenty-one days before the date of the General Meeting of Shareholders. The Management Board shall place the matter on the agenda of the next General Meeting of

Shareholders immediately, but no later than eighteen days before the scheduled date of the General Meeting of Shareholders.

3. A shareholder or shareholders representing at least one-twentieth of the share capital can, before the date of a General Meeting of Shareholders, propose to the Bank in writing or in an electronic form draft resolutions related to matters placed on the agenda or matters to be placed on the agenda. The Bank shall immediately publish such draft resolutions on its website.

§ 25

1. On formal matters, the Chairman shall allow to speak out of sequence. Any shareholder may submit a motion on formal matters.
2. As the motions on formal matters are considered the motions on the manner of proceeding and voting, in particular on:
 - 1) limiting, deferring or closing the discussion,
 - 2) closing a list of speakers,
 - 3) limiting time of presentation,
 - 4) manner of conducting proceedings,
 - 5) ordering a break in the debate,
 - 6) sequence of voting on motions.
3. Discussion over formal motions shall be opened directly after their submission.
4. Only 2 (two) speakers may be allowed to speak in the discussion on motions on formal matters - one in favor and one against the motion submitted, unless the General Meeting decides otherwise.
5. Directly after the discussion, the Chairman of the General Meeting shall order voting on a formal matter, which shall be adopted by the absolute majority of votes present, unless the Commercial Companies Code provides otherwise.

§ 26

- 1 Subject to cases provided for in the Commercial Companies Code, the General Meeting is valid irrespectively of the number of represented shares.
- 2 Subject to cases provided for in the Commercial Companies Code and the Bank's Articles of Association, resolutions shall be valid when adopted by the absolute majority of votes present.

§ 27

1. A shareholder shall not be entitled to vote personally or through an attorney nor as an attorney for any other person on a resolution relating to:
 - 1) disputes between such shareholder and the Bank,
 - 2) such shareholder's liability toward the Bank,
 - 3) discharging such shareholder from the performance of duties,
 - 4) releasing from any obligation toward the company.
2. A shareholder may vote as an attorney on resolutions relating to matters set out in Section 1.
3. In the case set out in Section 2, the attorney must disclose to the Bank's shareholder any circumstances indicating that a conflict of interest has occurred or may occur. Further powers of attorney may not be granted.
4. In the case set out in Section 2, the shareholder must provide the attorney with instructions on how to vote and the attorney is obliged to vote in accordance with such instructions.

§ 28

- 1 Subject to Section 2, voting shall take place be an open ballot.
- 2 A secret ballot shall be ordered:
 - 1) in elections and on motions for the dismissal of members of the Bank's bodies or liquidators,
 - 2) on motions for declaring members of Bank's bodies or liquidators liable,
 - 3) in personal matters,
 - 4) upon the request of even one attending shareholder.

§ 29

- 1 After closing the discussion over each of the item on the agenda and prior to proceeding with voting, the Chairman shall inform of the motions received and determine the sequence of voting. Voting on motions shall take place in the sequence of their submission.
- 2 Voting shall take place in the manner adopted by the General Meeting or by using a computer system of voting and vote counting, ensuring the exercise of votes in numbers corresponding to the number of possessed shares, and - in case of a secret ballot - eliminating the possibility to identify the manner of voting by particular shareholders.

- 3 The Chairman of the General Meeting shall formulate resolutions in such away that each authorized person that does not agree with the merit of a solution, constituting the subject of such resolution may appeal against it.

§ 30

- 1 Members of the Bank's Supervisory Board shall be elected from a list of candidates presented by the shareholders represented at the General Meeting.
- 2 Shareholders shall nominate their candidates in writing to the Chairman of the General Meeting or orally into the minutes, along with a brief justification of such candidate in each case.
- 3 The nominated candidates shall be entered into a list upon submitting a written or oral statement into the minutes on the consent to stand as candidate for a member of the Bank's Supervisory Board.
- 4 The list of the nominated candidates for members of the Bank's Supervisory Board shall be prepared by the Chairman of the General Meeting in an alphabetical order. Upon its announcement, the list shall be considered to be closed.
- 5 When proposing candidates to the Supervisory Board, the shareholders shall submit the documents necessary for evaluating whether the candidates fulfil the requirements under Art. 22aa of the Banking Law following the instructions contained in the Policy for the assessment of the members of the Supervisory Board of Bank Handlowy w Warszawie S.A. If candidates are submitted during the General Meeting of Shareholders, the Chairman shall adjourn the sitting in order to enable the shareholders to acquaint themselves with the profile of the candidates and the submitted documents in accordance to the requirements of the above mentioned Policy.

§ 31

- 1 The election to the Bank's Supervisory Board shall be held in a secret ballot, for each candidate separately, in an alphabetical order.
- 1a Before appointing candidates to be a member of the Supervisory Board, the General Meeting must first assess whether the candidate complies with the requirements set out in Art. 22aa of the Banking Law in accordance with the Policy for the assessment of the members of the Supervisory Board of Bank Handlowy w Warszawie S.A. The General Meeting includes information on the completion of the assessment process, referred to in the previous sentence, along with a brief summary of this assessment and a statement on whether the General Meeting believes that the candidates have met the requirements of Art. 22aa of the Banking Law.

- 2 The candidates, who have received the largest number of votes, however, not less than the absolute majority of votes present shall be considered the elected members of the Supervisory Board.
- 3 If any vacant mandate, in a number determined pursuant to § 14 Section 2 of Bank's Articles of Association, is left after the elections to the Supervisory Board, due to not receiving by candidates the absolute majority of votes present, the shareholders present or represented at the General Meeting shall propose 2 (two) new candidates for each vacant mandate and voting shall be held with respect to such candidates.
- 4 From among the candidates, referred to in § 31 Section 3, the candidates, who have received the largest number of votes, however, not less than the absolute majority of votes present, shall be considered the elected members. If a candidate does not receive the absolute majority of votes present and certain mandates of the Supervisory Board's members remain vacant, the Chairman shall order supplementary voting. The candidates, who have received the largest number of votes present, shall be considered the elected members of the Supervisory Board. If the candidates for the last vacant mandate receive an equal number of votes, an additional vote will be held with respect to those candidates. The candidate, who has received the largest number of votes of present shall be considered the elected member.

§ 32

The Chairman of the General Meeting shall close the General Meeting upon exhausting the agenda thereof.

§ 33

1. Resolutions of the General Meeting are recorded by a notary.
2. Minutes shall be prepared according to the provisions of the Commercial Companies Code.
3. The Management Board shall enter a copy of the minutes into the book of minutes.
4. Shareholders shall be entitled to review the book of minutes and to request the issuance of copies of resolutions, certified by the Management Board.
5. Within one week of the closing of a General Meeting of Shareholders the Bank shall place on its website results of voting, which shall remain available until the final date for challenging resolutions of the General Meeting of Shareholders.

§ 34

Resolutions of the General Meeting may be sued to the court in the manner and under conditions set forth in the Commercial Companies Code.

§ 35

Provisions of the Commercial Companies Code and the Bank's Articles of Association shall apply in matters not provided for herein.

§ 36

The Regulations were adopted by the resolution of the General Meeting of Shareholders on June 21, 2005 and shall come into force from the date of the next General Meeting.

Attachment to the Regulations of the General Meeting of Shareholders of Bank Handlowy w Warszawie S.A.

**INSTRUCTION
ON CONDUCTING GENERAL MEETINGS
OF BANK HANDLOWY W WARSZAWIE S.A.**

Introductory Provisions

- 1 The subject matter of this Instruction is to regulate the duties and powers of the Chairman of the Bank's General Meetings.

General Principles

- 2 The Chairman of the General Meeting shall be obliged to lead the debate, respecting the provisions of the Commercial Companies Code, the Bank's Articles of Association, the "Regulations of the General Meeting of Shareholders of Bank Handlowy w Warszawie S.A." and the "Code of Best Practice for WSE Listed Companies" issued by the Supervisory Board of the Giełda Papierów Wartościowych w Warszawie S.A.
- 3 The Chairman of the General Meeting shall assure a smooth conduct of the debate, respecting the rights and interests of all shareholders. In particular, the Chairman of the General Meeting shall counteract any abuse of powers by the General Meeting's attendants and ensure that the minority shareholders' rights are respected.
- 4 The Chairman of the General Meeting shall be objective and keep a relevant balance between firmness and flexibility.
- 5 The Chairman of the General Meeting shall not resign from its function without a sound reason. However, the Chairman of the General Meeting shall resign if, during the debates he has started to get any doubt whether he possesses enough experience, knowledge of law, the Bank's affairs and its internal procedures to perform properly the function entrusted to him. The Chairman of the General Meeting shall also resign, when during the debates he has started to get doubt whether he could be fully objective in assessing demands or charges submitted by particular shareholders.
- 6 During the debates, the Chairman of the General Meeting shall be obliged to have the Commercial Companies Code, the Bank's Articles of Association and the "Regulations of the General Meeting of Shareholders of Bank Handlowy w Warszawie S.A.". If he has started to get any doubt in relation to any issue that arose at the General Meeting, the Chairman of the General Meeting is obliged to request an opinion of the independent legal expert present at the General Meeting.

Detail Duties and Powers of the Chairman

- 7 The Chairman of the General Meeting conducts its debate. The Chairman's powers include in particular:
 - 1) allowing to speak,
 - 2) providing appropriate instructions to maintain order in the course of the debate,
 - 3) ordering technical breaks in the debate,
 - 4) ordering voting to take place and overseeing its proper conduct,
 - 5) signing documents containing results of voting,
 - 6) concluding the completion of the agenda,
 - 7) resolving procedural issues.
- 8 Immediately after elected, the Chairman shall sign a list of attendance, which specifies the attending shareholders, the number of shares each of them holds and the number of votes conferred to them.
- 9 Following signing the list of attendance, the Chairman of the General Meeting shall state that the General Meeting has been convened correctly and that it is capable of adopting resolutions. Subsequently, the Chairman shall present the agenda.
- 10 Subsequently, the Chairman shall check whether all the Supervisory Board's members and the Management Board's members are present at the Meeting. If any Supervisory Board's member or the Management Board's member is absent from the General Meeting, the Chairman shall oblige the remaining members of a respective body to explain the absence and shall read out the explanations presented by the absent member if they were provided.
- 11 The Chairman of the ordinary (annual) General Meeting shall check whether the Bank's auditor is present at the General Meeting. This provision applies respectively to extraordinary General Meetings, whose agenda includes the Bank's financial issues.
- 12 The Chairman shall explain to the General Meeting attendants that the Supervisory Board's members and the Management Board's members (on the basis of internal regulations) and the auditor (on the basis of an agreement signed with the Bank) are obliged, to the extent of their respective powers and, as far as it is necessary to settle the issues discussed by the General Meeting, to provide information to the shareholders present at the General Meeting.
- 13 In respect of each consecutive item of the agenda, the Chairman shall present an issue and open the debates, allowing to speak in the order of applications. The Supervisory Board's members and the Management Board's members may be allowed to speak beyond out of the order.
- 14 The Chairman shall allow speaking only on the issues included in the agenda and being currently under discussion. When discussing individual points of the agenda,

each shareholder shall be entitled to one five-minute statement and three-minute response. If the right to speak or reply is abused or if the time limits are not kept, the Chairman shall deprive the speaker of the right to speak.

- 15 If there are many applications for taking part in the discussion, the Chairman may limit a number of speakers without paying attention to the application order.
- 16 The Chairman of the General Meeting shall formulate resolutions in the way to enable each eligible person, who does not agree with the merits of the resolution to appeal against it.
- 17 Each shareholder shall have the right to submit proposed amendments and supplementations to draft resolutions, until the discussion on the particular item of the agenda is closed. Draft amendments and supplementations to draft resolutions shall be submitted in writing. The Chairman shall be obliged to require the amendments and supplementations be presented in the form of uniform draft resolutions.
- 18 If any proposed amendment or supplementation to the draft resolution is submitted, the Chairman shall order voting on this issue in the order in which individual draft amendments are submitted. Before the voting is held, the Chairman shall read out a draft resolution, unless all the attendants have its text and none of the present objects to abandon reading the draft by the Chairman.
- 19 A resolution on abandoning to consider any issue included in the agenda upon the shareholders' motion may be adopted only upon the consent of all the shareholders present at the General Meeting, who submitted the motion, if supported by the majority of three fourths of the votes of the General Meeting.
- 20 The attendant who raised objections has the right to present a brief justification thereof.
- 21 In case of submitting formal motions, the Chairman shall allow to speak out of the specified order. The discussion on formal motions shall be opened directly after they are submitted. Such discussion shall be limited to a speech of 1 (one) person for the motion and 1 (one) person against the motion. Subsequently, if other persons want to join the discussion, the Chairman shall order the General Meeting to vote on a resolution to extend the discussion. The resolutions on formal matters and on other matters relating to order may be adopted though they were not placed on the agenda.
- 22 At request of a General Meeting attendant, its written statement shall be included in the minutes. The Chairman shall be obliged to ensure that the notary servicing the General Meeting included the motion in the minutes.
- 23 The General Meeting may not pass resolutions on the issues not being placed on the agenda, other than the issues relating to the order, unless the whole share capital is represented and none of the present objects to such a resolution to be adopted.

- 24 The resolutions shall be adopted by the absolute majority of votes present, unless the generally applicable provisions of law or the Bank's Articles of Association provide otherwise.
- 25 Voting on the General Meeting shall take place by an open ballot. A secret ballot shall be ordered for the purpose of elections, or when motions for the Bank's authorities members or liquidators to be removed or held liable are voted, or in case of motions relating to personal issues. Besides, a secret ballot shall be ordered at the request of any shareholder present at the General Meeting. The General Meeting may pass a resolution on annulling the secret ballot in cases relating to the election of a committee appointed by the General Meeting.
- 26 Short breaks in the debate, not constituting the adjournment of such debate, ordered by the Chairman of the General Meeting in a justified situation must not be aimed at disturbing the shareholders in exercising their rights.
- 27 The Chairman may not, without a sound reason, delay the signing of minutes from the General Meeting.

Final provisions

- 28 This Instruction shall not replace the Commercial Companies Code, the Bank's Articles of Association, the "Regulations of the General Meeting of Shareholders of Bank Handlowy w Warszawie S.A." and the "Code of Best Practice for WSE Listed Companies".
- 29 If in the Chairman's opinion, this Instruction is contrary to the regulations specified in point 28, the Chairman shall be obliged to comply with these regulations in accordance with the best knowledge and due diligence.