

**Report on the activity of the Remuneration Committee of the Supervisory Board  
of Bank Handlowy w Warszawie S.A.  
for year 2009**

The Committee is a permanent advisory body to the Supervisory Board. The Committee is composed of at least 3 (three) members of the Supervisory Board, including 1 (one) independent member of the Supervisory Board. The Committee Members, including the Chairperson and the Vice Chairperson, are elected by the Supervisory Board. The Committee Members exercise powers as specified in the Regulations, in accordance with Article 390 of the Commercial Companies Code.

In 2005, the Supervisory Board adopted the Regulations of the Remuneration Committee in accordance with the Good Practices in Public Companies in 2005, which were adopted by all of the Company's bodies. The Regulations are available on the Bank's website – [www.citibankhandlowy.pl](http://www.citibankhandlowy.pl).

In the reporting year, the composition of the Committee was as follows:

Stanisław Sołtysiński	-	Chairperson of the Committee (independent member of the Supervisory Board);
Shirish Apte	-	Vice Chairperson;
Alberto Verme	-	Vice Chairperson (from 1 December 2009);
Sabine Hansen	-	Committee Member (until 17 June 2009);
Andrzej Olechowski	-	Committee Member,

As part of its powers, the Committee was responsible for:

- assessing remuneration of members of the Bank's Management Board;
- submitting to the Supervisory Board the recommendations on the amount of remuneration of the Bank's Management Board member;
- assessing remuneration of the Bank's Management Board members with regard to the scope of their duties and the manner in which the duties are performed;
- assessing the correctness of the Bank's policy on remuneration received by the Bank's managers who are not the Management Board's members.

Within the framework of its competence, during the meeting held on 1 December 2009, the Remuneration Committee initiated works on development of a new system of remuneration of the Bank's Management Board members. The commenced works refer to the requirements of the European Commission as specified in Directive 2006/48/EC and Directive 2006/49/EC that are being amended at the moment. The amendment aims at presenting the remuneration policy as one of the credit institution activity aspects which shall be subject to supervision examination.

Pursuant to § 2 section 2 of the Committee Regulations, the Remuneration Committee shall submit this report to the Supervisory Board, which then shall be made available to shareholders by placing thereof, similarly to the Regulations of the Committee, on the Bank's website.

Stanisław Sołtysiński  
Chairperson