

# Statements of Bank Handlowy w Warszawie S.A. on its application of corporate governance rules in 2011

## 1. Corporate governance rules applied by Bank Handlowy w Warszawie S.A.

It is the priority of Bank Handlowy w Warszawie S.A. ("Bank", "Company") to become the most respected financial institution in Poland, with a considerable sense of business and social responsibility. Since 2003 the Bank has been complying with corporate governance rules adopted by Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange, WSE) in the form of "Best Practices in Public Companies 2005" and as of 1 January 2008 in the form of "Best Practices for WSE Listed Companies". The key objective behind the adoption of corporate governance rules as a standard determining the Bank's functioning has been to establish transparent relations among all corporate bodies and entities involved in the Company's operation as well as to ensure that the Company and its enterprise are managed properly, with due diligence and loyalty with respect to all shareholders. The willingness to ensure transparency of the operation of Bank Handlowy w Warszawie S.A., including in particular the relations and processes between the Company's statutory bodies, led to the adoption of best practices as set forth in the "Best Practices for WSE Listed Companies" to be applied by the Bank. The aforementioned document is available on the website of the Warsaw Stock Exchange. By a resolution of 13 May 2008 adopted by the Management Board and a resolution of 20 May 2008 adopted by the Supervisory Board, the Bank's governing bodies declared their willingness to comply with the corporate governance rules specified in the "Best Practices for WSE Listed Companies", except for three rules not applicable to the Bank's operations, and after one of them was repealed by the Warsaw Stock Exchange in 2010 – two rules that are not applicable to the Bank's operation. Additionally, by a resolution of 20 July 2010 adopted by the Management Board and a resolution of 6 August 2010 adopted by the Supervisory Board, the Bank's governing bodies agreed to comply with corporate governance rules specified in the "Best Practices for WSE Listed Companies", amended by the resolution of 19 May 2010 adopted by the Board of the Warsaw Stock Exchange.

The Bank continually undertakes actions aimed at improving transparency in its organization, its division of powers and functioning of its respective governing bodies, and their mutual relations. These include the following:

- The Bank has published its financial statements in accordance with International Financial Reporting Standards (IFRS) since 1 January 2005;
- One half of the Bank Supervisory Board is composed of independent members, including the Chairman of the Board;
- The Audit Committee, composed of two independent members, including the independent Chairman of the Committee, has been established within the Bank Supervisory Board;
- Remuneration of all the Management Board members is commensurate with the company size and reflects the individuals' scope of duties and responsibilities;
- All significant internal regulations as well as information and documents relating to the Company General Meetings are available at the Company's registered office and via its website.

## 2. Corporate governance rules as per the "Best Practices for WSE Listed Companies", which were not applied by the Bank in 2011

In May 2008 the Bank declared its willingness to comply with the "Best Practices for WSE Listed Companies", except for the following three rules:

- (i) rule II.3 (applicable to the Management Board) and rule III.9 (applicable to the Supervisory Board) in respect of the Supervisory Board's approval of material related party transactions/agreements entered into as part of ongoing operations, in particular those related to liquidity management; and
- (i) rule IV.8 for ensuring a change of the entity authorized to audit the financial statements at least every seven financial years.

The Bank did not apply rules II.3 and III.9 incorporated in the “Best Practices for WSE Listed Companies” only with respect to related party agreements regarding ongoing operations, in particular those related to liquidity management.

Considering the nature and number of transactions entered into as part of ongoing operations, it is not possible to obtain the Supervisory Board’s approval of their conclusion from the perspective of the operating activity. Simultaneously, it should be emphasized that a report on the ongoing monitoring of the Bank’s operations is submitted to the Supervisory Board on a monthly basis, which includes among others information on related party transactions exceeding PLN 100,000.

By a resolution of 19 May 2010 adopted by the Board of the Warsaw Stock Exchange, rule IV.8 of the “Best Practices for WSE Listed Companies” was repealed. Since 2010 the Bank, pursuant to the amended corporate governance rules, has been publishing on the Bank’s website the content of the company’s current rule concerning changing an entity authorized to audit financial statements.

In 2010 the Bank did not apply the recommendation concerning broadcasting the General Meeting sessions via the Internet due to the fact that it does not have a fragmented shareholding structure, and sessions take place at the company’s registered office at convenient times. However, to make it possible to hold future General Meetings session with the use of electronic means of communication, on 12 September 2011 the General Meeting adopted a resolution on amendments to the Bank’s Articles of Association allowing for holding General Meeting sessions with the use of that type of means of communication.

### **3. Internal control and risk management systems in the process of drawing up financial statements of the Bank**

The financial statements of the Bank are drawn up by the Financial Reporting and Control Department, which constitutes a separate organizational unit in the Financial Division in the Management and Support Sector, reporting directly to the Chief Financial Officer – Vice-President of the Management Board.

The process of drawing up the financial statements is subject to the Bank’s internal control system, aimed at ensuring accuracy and reliability of the data shown in Bank’s financial reports. The internal control system includes identification and control of risks related to the process of drawing up the Bank’s financial statements, auditing the Bank’s compliance with legal provisions and internal regulations in this respect as well as internal audit.

Functional internal control is exercised by every employee and additionally by their direct superiors, peers as well as managers of the Bank’s organizational units with respect to the quality and correctness of the employees’ performance of duties, with the objective to ensure compliance of such activities with the Bank’s procedures and control mechanisms. The risk management is performed by means of internal mechanisms of risk identification, control, monitoring and reporting, performed and supervised by specialized organizational units. The internal control functions include a separate financial control function performed by the Financial Division. The Bank’s financial control applies to the accounting policy and financial reporting. The quarterly Risk and Control Self-Assessment (RCSA) constitutes an evaluation and a proactive, effective key risk management process, integrated with the process of drawing up the financial statements. The quarterly RCSA process is the Bank’s fundamental tool used for monitoring the risk levels as well as changes in the financial reporting environment, for identification of new threats, verification of control mechanisms’ efficiency and implementation of corrective action plans. The Bank’s operational risk monitoring process is based on efficient mechanisms ensuring the security of technology systems. The IT systems used in the process of drawing up the financial statements are covered by the Bank’s COB plan.

The functional control system is supervised by the Bank’s Management Board supported by the Risk and Capital Management Committee.

The Bank’s internal audits are conducted by the Audit and Risk Review Department, a separate organizational unit of the Bank, reporting directly to the President of the Management Board. The ARR Department is supervised by the Supervisory Board via the Audit Committee appointed from among its members. The Department is responsible for an independent and objective review and assessment of the risk related to the activities undertaken by the units involved in the process of the Bank’s financial reporting as well as effectiveness of the internal control system. To this end, the Department regularly

controls and evaluates the compliance of the above units with the law, internal normative acts as well as the risk incurred.

The Supervisory Board of the Bank exercises supervision over the internal control system and the operations of the Audit and Risk Review Department. The Supervisory Board performs its functions with the support of the Audit Committee, which, as part of the supervisory function, in cooperation with the Bank's Management Board and the statutory auditor verifies the fairness of the financial statements as well as proper functioning of the processes related to their preparation and submits recommendations regarding the approval of the annual and interim financial statements by the Bank's Supervisory Board.

The Head of the ARR Department provides the Management Board and the Audit Committee of the Supervisory Board with audit findings and on a periodic basis, at least once per annum, provides the Supervisory Board with collective information on irregularities identified and conclusions arrived at in the course of the internal audits performed as well as measures undertaken to remove the irregularities. The ARR Head has the right to participate in meetings of the Management and Supervisory Boards during which issues related to the Bank's internal control are considered.

#### **4. Significant shareholdings**

The Bank's shareholder holding a significant block of the Bank's shares is Citibank Overseas Investment Corporation (COIC) – a subsidiary of Citibank N.A. that holds 97,994,700 shares, which accounts for 75% of the Bank's share capital. The number of votes corresponding to COIC's shareholding is 97,994,700, which accounts for 75% of the total number of votes at the Bank's General Meeting.

All shares issued by the Bank are ordinary bearer shares which do not involve any special control privileges with respect to the Bank.

The restrictions result from Article 25 of the Banking Act – an entity which intends to purchase or acquire – directly or indirectly – shares, or rights attached to shares, of a domestic bank in an amount that ensures reaching or exceeding the thresholds of 10%, 20%, one-third, 50% of the total number of votes at the General Meeting or interest in the share capital, respectively, is obliged to notify each time the Polish Financial Supervision Authority of its intention. An entity which intends to become, directly or indirectly, a parent company of a domestic bank in a manner other than by purchasing or acquiring shares, or rights attached to shares, of a domestic bank in an amount that ensures a majority of the total number of votes at the General Meeting is obliged to notify each time the Polish Financial Supervision Authority of its intention. The Bank's Articles of Association do not provide for any other restrictions as regards the transfer of its shares.

#### **5. Rules governing the appointment and dismissal of Members of the Management Board and their powers**

The Management Board of the Bank is composed of five to nine members, including President of the Management Board of the Company, Vice-Presidents of the Management Board of the Company as well as Members of the Management Board. At least half of the members of the Management Board should be of Polish nationality. Each member of the Management Board is appointed by the Supervisory Board for an individual term of three years. The appointment of two members of the Bank's Management Board, including the President, requires the approval of the Polish Financial Supervision Authority.

The term of office of a member of the Management Board expires:

- 1) as of the date of the General Meeting which approves the Management Board's report on the activities of the Bank as well as the financial statements for the last full financial year of a Management Board member's term of office;
- 2) upon the death of a Management Board member;
- 3) as of the date of dismissal of a Management Board member;
- 4) as of the date of resignation submitted to the Chairman of the Supervisory Board in writing.

The Management Board decides, by resolutions, on the Company's matters not reserved by the applicable laws and the Articles of Association to be a responsibility of another governing body. In particular, it:

- 1) determines the strategy of the Company;
- 2) establishes and liquidates the Company's committees and determines their competences;
- 3) develops its regulations and submits them to the Supervisory Board for approval;
- 4) develops regulations regarding the management of special funds created from the net profit and submits them to the Supervisory Board for approval;
- 5) determines dividend payment dates within the deadlines specified by the General Meeting;
- 6) appoints proxies, general attorneys and general attorneys with the right of substitution;
- 7) decides on matters specified in the regulations of the Management Board;
- 8) resolves issues raised by the President, Vice-President or a member of the Management Board;
- 9) takes independent decisions regarding acquisition and disposal of real properties, perpetual usufruct or share in a real property;
- 10) adopts a draft of the Company's annual financial plan, accepts investment plans and reports on their implementation;
- 11) accepts reports on the activities of the Company as well as financial statements;
- 12) draws up motions regarding profit distribution or loss coverage methods;
- 13) approves the HR and credit policy as well as legal rules governing the Company's operation;
- 14) approves the principles governing the Company's capital management;
- 15) approves the employment structure;
- 16) determines the fundamental organizational structure of the Company, appoints and dismisses Sector Heads, appoints and dismisses Division Heads and determines the scope of their competence;
- 17) develops the plan of control measures undertaken in the Company and accepts reports on audits conducted;
- 18) resolves other issues subject to submission to the Supervisory Board or the General Meeting pursuant to the Articles of Association;
- 19) decides on contracting liabilities or managing assets whose total value with respect to one entity exceeds 5% of the Company's equity or grants authorizations to designated parties to take the aforementioned decisions. However, with respect to issues for which the Company's Committees bear responsibility, such decisions are made upon consultation with the competent Committee;
- 20) determines the organizational structure and the scope of responsibilities of the ARR Department, including mechanisms ensuring audit independence.

The Management Board is in charge of development, implementation and ensuring proper functioning of the Company's management system. It develops, implements, approves and updates written strategies, procedures, plans and analyses as well as undertakes other measures in respect of the risk management system, internal control, internal capital assessment as well as review of the process of assessing and maintaining the internal capital. Members of the Management Board as well as heads of the organizational units specified in the Regulations of the Management Board are authorized to file motions to be considered by the Management Board with respect to matters within the competence of the aforementioned units.

President of the Management Board:

- 1) manages the activities of the Management Board, including designation from among the Board members of a person performing the role of Deputy President in his/her absence and determines the method of deputizing other Board members in their absence;
- 2) convenes and chairs meetings of the Management Board;

- 3) presents the position of the Management Board to the Company's governing bodies, state and local authorities as well as the general public;
- 4) files motions to the Supervisory Board regarding the appointment or dismissal of members of the Management Board as well as determination of their remuneration;
- 5) issues internal regulations governing the Company's operations and has the right to authorize the remaining members of the Management Board or other employees of the Company to issue such regulations;
- 6) decides on the use of internal control results and notifies the audited unit of any decisions made with respect to the audit;
- 7) exercises other rights under the regulations adopted by the Supervisory Board.

President of the Management Board has the right to assign to individual members of the Management Board as well as Division Heads particular responsibilities as specified above, except for those referred to in points 1) and 4).

## **6. Amendments to the Articles of Association**

The General Meeting is authorized to introduce amendments to the Bank's Articles of Association. Any changes to the Articles of Associations must be entered in the register. Pursuant to Article 34.2 of the Banking Act of 29 August 1997, any amendments to the Bank's Articles of Association require permission of the Polish Financial Supervision Authority, if they pertain to:

- 1) the Bank's name;
- 2) the Bank's registered office as well as the object and scope of its business activities;
- 3) the governing bodies and their powers, in particular those of members of the Management Board appointed upon the consent of the Polish Financial Supervision Authority as well as the principles governing the decision-making process, the fundamental organizational structure of the Bank, principles for submitting declarations with respect to property rights and obligations, the procedure for issuing internal regulations and the decision-making process regarding contracting liabilities or disposal of assets whose total value with respect to one entity exceeds 5% of the Bank's equity;
- 4) the principles governing the internal control system;
- 5) equity and financial management principles;
- 6) share privilege or restrictions with respect to the voting right.

## **7. General Meeting procedure, description of its fundamental powers as well as shareholder rights and their exercise method**

### **7.1 General Meeting procedure**

The General Meeting of the Bank operates in accordance with the Regulations of the General Meeting, Articles of Association as well as applicable laws. The Bank's General Meetings (General Meeting) comply with stable Regulations setting forth detailed principles for conducting meetings and adopting resolutions.

It is the Company's practice that the General Meeting is held at the registered office of the Company in Warsaw. The ordinary General Meeting of Shareholders is convened by the Management Board. It shall be held within the first six months after the end of each financial year. The Company's practice is to convene the Ordinary General Meeting no later than in the last week of June, before noon time. The Supervisory Board shall have the right to convene an ordinary General Meeting of Shareholders if the Management Board fails to convene such meeting within the timeframe set in the Articles of Association or an extraordinary General Meeting of Shareholders if the Board considers it necessary. The extraordinary General Meeting is convened by the Management Board on its own initiative and at the request of a shareholder or shareholders representing at least one-twentieth part of the share capital. A request for convening an extraordinary General Meeting of Shareholders should be submitted to the Management Board in writing or in an electronic form. If within two weeks from

submission to the Management Board of a request an extraordinary General Meeting of Shareholders is not convened, the registry court, by way of a decision, can authorize a shareholder or shareholders, who have made such request, to convene the extraordinary General Meeting of Shareholders. The shareholder or shareholders authorized by the registry court, in the notice convening an extraordinary General Meeting of Shareholders, shall refer to the decision of the registry court mentioned in the previous sentence. The chairman of such an extraordinary General Meeting of Shareholders shall be appointed by the registry court. An extraordinary Meeting of Shareholders may also be convened by shareholders representing at least one half of the Bank's share capital or at least one half of the total number of votes at the Bank. The chairman of such a Meeting of Shareholders shall be appointed by the shareholders. The General Meeting of Shareholders shall be convened by way of announcement placed on the Bank's website and in the manner stipulated for the distribution of current filings by public companies, provided that such an announcement is made at least twenty six days before the date of the General Meeting of Shareholders. Shareholders who have the right to demand that a certain issue be included on the agenda of a General Meeting of Shareholders, in order to exercise such right, should submit a 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 issue 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. General Meeting of Shareholders may be cancelled only if it has become expressly irrelevant or there are some extraordinary obstacles preventing it. A General Meeting is cancelled, or its date is changed, in the same manner as it is convened, except that the twenty six day period is not applied. Cancellation or the change of date of a General Meeting of Shareholders must ensure the minimum adverse effects for the Bank and the shareholders. The General Meeting of Shareholders can resolve not to consider an issue placed on its agenda and to change the order of issues included on the agenda. However, in order to remove from the agenda or resolve not to consider an issue included on the agenda at shareholders' request, the prior consent of all present shareholders who have made such a request shall be required, supported by 80% of votes at the General Meeting of Shareholders. Motions concerning such issues should be justified in a detailed way.

A full text of the documentation to be presented at the General Meeting of Shareholders along with the draft resolutions (and if a given case does not require passing a resolution – along with the comments of the Management Board) and other information with respect to a General Meeting, shall be placed at the Bank's website as of the day of convening such a General Meeting. Materials to be used at the General Meeting are made available at the Company's registered office at the time specified in the announcement convening the General Meeting. Notwithstanding the foregoing, the Bank shall fulfill all disclosure requirements related to convening General Meetings imposed by the applicable laws.

The General Meeting is opened by the Chairman of the Supervisory Board and in his/her absence by the Vice-Chairman or a member of the Supervisory Board. It is the Company's practice with respect to holding General Meetings that a Chairman of the Meeting is elected immediately after opening the Meeting. The General Meeting does not make any decisions prior to the election of the Chairman.

Through the party in charge of opening the General Meeting, the Bank's Management Board always provides the Chairman of the General Meeting with instructions for performing such a function in a manner ensuring compliance with generally applicable laws, corporate governance rules, the Articles of Association as well as internal regulations of the Bank. Members of the Bank's Management and Supervisory Boards as well as the statutory auditor ought to participate in the session of the General Meeting if it focuses on financial issues.

The General Meeting votes in an open ballot. Secret ballot is applied with respect to elections and motions regarding dismissal of members of the Company's governing bodies or liquidators, holding them liable, as well as in personal matters. In addition, secret ballot must be ordered upon the motion of at least one shareholder present or represented at the General Meeting.

The General Meeting is valid irrespective of the number of shares represented at it, subject to specific circumstances defined by applicable laws. Resolutions are adopted by the General Meeting by an absolute majority of votes cast by the attendees, unless the applicable laws or the Articles of Association provide otherwise.

In practice, voting takes place through a computer system for casting and counting votes, which ensures that the number of votes corresponds to the number of shares held and eliminates the

possibility to identify the vote casting method used by individual shareholders in the event of secret ballot.

The Chairman of the General Meeting ought to formulate resolutions in a manner ensuring that each authorized party who objects to the decision constituting the object of the resolution has an opportunity to appeal against it. The Chairman of the General Meeting is obliged to ensure that resolutions are drawn up in a clear and explicit manner. Additionally, the Management Board of the Company provides the Chairman with the potential assistance of the entity rendering legal services to the Company.

Resolutions adopted by the General Meeting are recorded in the form of minutes by a notary public. The minutes should state that the General Meeting has been properly convened and has the capacity to adopt resolutions, as well as list the resolutions adopted, number of votes for each resolution as well as objections filed. The minutes should be supplemented with an attendance list, including signatures of the participants in the General Meeting. The evidence supporting the fact of convening the General Meeting should be enclosed by the Management Board in the book of minutes.

The Management Board encloses a copy of the minutes in the book of minutes.

General Meetings may be attended by the media.

## **7.2 Fundamental powers of the General Meeting**

The General Meeting should be convened to:

- 1) examine and approve the Management Board's report on the activities of the Company, its financial statements for the previous financial year as well as the consolidated financial statements of the Company's capital group;
- 2) adopt a resolution on profit distribution or loss coverage;
- 3) acknowledge the fulfillment of duties by the members of the governing bodies of the Company.

In addition to the powers set forth in mandatory provisions of law, the responsibilities of the General Meeting include:

- 1) disposing of and leasing the enterprise or its organized part and establishing a limited property right on the enterprise or its part;
- 2) amending the Articles of Association;
- 3) increasing or reducing the Company's share capital;
- 4) determining the date of exercising the pre-emptive right with respect to new issues;
- 5) determining the date of dividend payment for the previous financial year as well as dividend payment deadlines;
- 6) creating and liquidating special funds from profit;
- 7) appointing and dismissing members of the Supervisory Board;
- 8) determining the amount of remuneration paid to members of the Supervisory Board;
- 9) business combination or dissolution of the Company;
- 10) appointing and dismissing liquidators;
- 11) redeeming the Company's shares;
- 12) using the supplementary and reserve capitals, including the reserve capital created for the purpose of collecting undistributed profit (not allocated to dividend paid in a given financial year) as well as general risk fund.

The General Meeting decides upon profit distribution by determining the amount of write-offs for:

- 1) supplementary capital created on an annual basis from write-offs from profit in the amount of at least 8% of the profit generated in a given financial year until the capital amounts to at least one third of the share capital. The General Meeting has the right to adopt a resolution imposing the obligation to record further write-offs:
- 2) reserve capital;

- 3) general risk fund;
- 4) dividend;
- 5) special purpose funds;
- 6) other purposes.

In the event of the Company's liquidation, upon the motion of the Supervisory Board the General Meeting appoints one or more liquidators and determines the liquidation method.

### **7.3 Shareholders' rights and their exercise method**

The Company's shares are disposable bearer shares. The shareholders have the right to a share in the profit disclosed in the financial statements audited by a statutory auditor, which has been allocated to payment to the shareholders by the General Meeting. The profit is distributed proportionately to the number of shares.

The right to participate in the General Meeting of the Bank as a public company is vested exclusively in the Bank's shareholders at least sixteen days prior to the date of the General Meeting (Day of Registration of participation in a General Meeting). A shareholder participating in the General Meeting is entitled to vote, file motions and raise objections as well as present a concise statement of reasons for his/her position.

Draft resolutions proposed for adoption by the General Meeting as well as other important materials ought to be provided to the shareholders together with a statement of reasons and the opinion of the Supervisory Board prior to the General Meeting within a time limit sufficient for the shareholders to read and evaluate the above documents.

A shareholder has the right to participate in the General Meeting and exercise his/her voting right in person or through an attorney.

Each shareholder has the right to stand as a candidate for the position of Chairman of the General Meeting, as well as propose one candidate for the position of Chairman of the General Meeting to the minutes.

In consideration of every point of the agenda the shareholder is entitled to make a statement and a response.

Upon a shareholder's request the Management Board is bound by the obligation to provide him/her with information on the Company, on condition that such a request is justified for the purpose of evaluating the issue included in the agenda. The Management Board ought to refuse access to information if such an action:

- 1) could be detrimental to the Company, its related party or subsidiary, in particular through the disclosure of technical, trade or organizational secrets of the enterprise;
- 2) could expose a member of the Management Board to penal, civil or administrative liability.

In justified cases the Management Board has the right to provide information in writing, not later than within 2 (two) weeks from the date of closing the General Meeting.

The governing bodies of the Company do not limit the information but at the same time they comply with the provisions of the Act on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies, the Act on Trading in Financial Instruments, the Regulation on current and periodical reporting by issuers of securities, the conditions under which the legally required information originating in a non-member state can be deemed equivalent thereof, as well as the provisions of the Code of Commercial Companies.

The General Meeting is valid irrespective of the number of shares represented at it, subject to specific circumstances defined by applicable laws. Resolutions are adopted by the General Meeting by the absolute majority of votes cast by the attendees, unless the applicable laws or the Articles of Association provide otherwise.

Each shareholder has the right to object to the provisions of a resolution adopted by the General Meeting as well as present his/her related arguments and statement of reasons.

Each shareholder has the right to propose changes and supplements to draft resolutions included in the agenda of the General Meeting until the closing of the discussion regarding a particular item of the



agenda with respect to the draft resolution to which the proposal applies. Proposals and their brief justifications ought to be presented in writing.

A shareholder may file a motion on a formal issue at the General Meeting. Motions on formal issues concern the procedure and voting.

The shareholders have the right to propose their candidates to the Bank's Supervisory Board in writing to the Chairman of the General Meeting or orally to be included in the minutes; in both cases the proposals require a brief justification.

The shareholders have the right to access the book of minutes and request the issuance of copies of the resolutions certified by the Management Board.

Shareholders who voted against a resolution at the General Meeting and after its adoption requested their objection to be recorded in the minutes, shareholders who have not been admitted to participate in the General Meeting for no legitimate reasons and shareholders absent from the General Meeting shall have the right to file an action regarding cancellation of a resolution adopted by the General Meeting only in the event the procedure for convening the General Meeting was not executed correctly or a resolution was adopted with respect to an issue not included in the agenda.

The shareholders have the right to file an action against the Company in order to cancel a resolution adopted by the General Meeting which does not comply with an applicable legal act.

The Company's shares may be redeemed upon the consent of a shareholder through their acquisition by the Company (voluntary redemption). Share redemption requires the adoption of a relevant resolution by the General Meeting. The resolution ought to determine in particular the legal basis for the redemption, the amount of consideration payable to the shareholder of the redeemed shares or a statement of reasons for share redemption without a consideration as well as the method of reducing the share capital.

The Bank ensures adequate protection of the minority shareholders rights, within the constraints dictated by its corporate status and the associated primacy of the majority rule principle. In particular, in order to ensure equitable treatment of all shareholders the Bank adheres, among others, to the following practices:

- The General Meetings always take place in the Company's registered office in Warsaw;
- Presence of representatives of the media at the General Meetings is allowed;
- In accordance with corporate practices, all important materials being prepared for the General Meeting, including draft resolutions with justifications and opinions of the Supervisory Board, are made available to Shareholders no later than within 14 days before the date of the General Meeting, at the Company's registered office and via the Bank's website;
- The General Meeting has stable Regulations setting forth detailed principles for conducting meetings and adoption of resolutions;
- Members of the Management Board and Supervisory Board take part in the General Meeting in order to provide its participants with explanations and information about the Bank within the scope of their powers and responsibilities;
- The General Meeting participants objecting to a resolution are offered an opportunity for brief presentation of the rationale of their objection. Moreover, each General Meeting participant can submit written statements to the meeting minutes.

## **8. Composition of and changes to the Management and Supervisory Boards. Rules of procedure of the Bank's managing and supervisory bodies**

### **8.1 Management Board**

The Management Board of the Bank is composed of five to nine members, including President of the Management Board of the Company, Vice-Presidents of the Management Board of the Company as well as Members of the Management Board. At least half of the members of the Management Board should be of Polish nationality. Each member of the Management Board is appointed by the Supervisory Board for a term of three years:

As at the day of signing the Report on Activities, the composition of the Company's Management Board was as follows:

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**Member of the Management Board****Professional experience**

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**Stawomir S. Sikora***President of the Management Board*

Stawomir S. Sikora is a graduate of the Warsaw School of Economics. Between 1990-1994 he served in the Polish Ministry of Finance as the Head of the Banking and Financial Institutions Department. Between 1994-2001 he worked for Powszechny Bank Kredytowy S.A. (PBK) as Deputy President of the Management Board of PBK, responsible for Corporate and Investment Banking. Between 2001 and 2003 he was the President of the Management Board of AmerBank.

Stawomir S. Sikora was appointed President of the Management Board of Bank Handlowy w Warszawie S.A. on 2 July 2003. He is the Head of Corporate Bank. He has additionally Senior Credit Officer authorities.

Since March 2005 he has been holding the office of Chief Executive Officer and Citigroup Country Officer, and has been responsible for overall operations of Citigroup in Poland. In December 2005 he joined the Citigroup Management Committee. He is also a member of the Supervisory Board of the Polish Banks Association and the Management Board of Polish Confederation of Private Employers Lewiatan.

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**Robert Daniel Massey Jr.***Vice-President of the Management Board*

Robert Daniel Massey Jr. graduated from Randolph-Macon College, Georgia State University and New York University, having majored in Corporate Finance.

He has over 30 years' experience in banking and risk management. In 1975, he started working as a Senior Corporate Banking Executive at Citibank, where he gained extensive experience in corporate finance and credit portfolio management. Next, he served as President and Chief Operating Officer of AMBAC, a municipal bond insurance firm. Later, Mr. Massey became Executive Vice President for Fleet Bank, responsible for the commercial credit process in the State of New York. In 1996 he rejoined Citigroup and held the following offices: Executive Director of Credit Risk Management at Citibank Mexico, Senior Risk Officer for Citigroup's Corporate and Investment Bank in Asia Pacific, Manager responsible for Portfolio Management of Citigroup's credit exposures in Global Technology, Media and Telecommunications, Shipping and Logistics and European Leveraged Finance, and Managing Director in Citigroup's Global Corporate and Investment Bank in New York. In December 2006 he joined Guangdong Development Bank, where he served as Chief Risk Officer and Vice-President of Guangdong Development Bank. He has been the Head of the Risk Management Sector at Bank Handlowy since May 2010.

Robert Daniel Massey Jr. was appointed Vice-President of the Management Board of Bank Handlowy w Warszawie S.A. on 26 May 2010.

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**Misbah Ur-Rahman-Shah***Vice-President of the Management Board*

Misbah Ur-Rahman-Shah holds a degree in Commerce from Govt. College of Commerce and Economics Karachi. He has been with the Polish banking business since 1992, when he became head of Treasury of Citibank (Poland) S.A. Between 1996 and 1998 he was the head of Strategy & Management Processes for CEECA. His main responsibilities included strategy implementation in the Corporate Bank. During 1998-2002, as Member of the Management Board of Saudi American Bank (SAMBA), U.K., he was responsible for the treasury business. Between 2002 and 2004, he managed the Sales & Trading Business in the Central and Eastern Europe, Russia and CIS. On 12 September 2008 he was appointed Member of the Supervisory Board of Dom Maklerski Banku Handlowego w Warszawie S.A. and then in 2011 as the Chairman of this Supervisory Board. Since 2004 he has been the Head of the Treasury Division of Bank Handlowy and currently also Head of Market Business for Central & Eastern Europe.

Misbah Ur-Rahman-Shah was appointed Vice-President of the Management Board of Bank Handlowy w Warszawie S.A. on 15 March 2011.

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**Sonia Wędrychowicz -  
Horbatowska**

Sonia Wędrychowicz-Horbatowska holds a Master's degree in Foreign Trade from the Warsaw School of Economics and a BA in European

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**Member of the Management Board****Professional experience**

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*Vice-President of the Management Board*

Business Studies from Brunel University in London.

She started her work in Citibank Poland in 1994 in Cash Management of Transaction Services Division. In 2002 she became the Head of Cash and Trade, and was given the additional responsibility in Security Services in 2003. Later that year, she became Global Transaction Services Head. She has been the Head of the Consumer Bank since 2006.

Sonia Wędrychowicz-Horbatowska was appointed Vice-President of the Management Board of Bank Handlowy w Warszawie S.A. on 26 September 2006.

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**Witold Zieliński**

*Vice-President of the Management Board*

Witold Zieliński holds a master's degree and graduated from post-graduate studies in International Law at the University of Warsaw. He started his career in 1980 in Bank Handlowy w Warszawie S.A. in the Southern European Department in the Foreign Loans Division. Between 1986 and 1990 he worked for the Polish Commercial Office in New York. In 1991 Witold Zieliński joined Citibank (Poland) S.A. In the years 1992-1995 he was a Member of the Management Board, then he worked for Citibank N.A. London Branch, where he was responsible for the sales of global products and customer risk assessment in Southern and Eastern European markets. In 1998 he set up a representative office of Citibank NA in Kiev and then established a fully licensed Citibank Ukraine, which he ran as President of the Management Board until the end of 2003. Between 2004 and 2005 he was the President of the Management Board of Citibank Romania.

Witold Zieliński was appointed Vice-President of the Management Board of Bank Handlowy w Warszawie S.A. on 1 January 2006. He is also the Chief Financial Officer and Head of the Management and Support Sector. He has additionally Senior Credit Officer authorities.

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**Iwona Dudzińska**

*Member of the Management Board*

Iwona Dudzińska holds MA in Economics and is a senior executive with 15 year's experience in management of strategic projects and complex operation and technology processes. She has been with Citigroup since 1999 – first as Senior Branch Operations Officer Citibank (Poland) S.A. responsible for management of documentary operations, local and foreign clearings, money market operations and the bank's administrative functions. She was also in charge of Corporate Clients Department. Between 2001 and 2004 she managed Centralized Operations Division of Corporate and Commercial Bank. From April 2004 to July 2008, as the Managing Director, she was the Head of Operations and Technology of Corporate and Investment Bank. As the Head of Operations and Technology Sub-Sector she has been responsible for all operation and technology activities in Bank since July 2008.

Iwona Dudzińska was appointed Member of the Management Board of Bank Handlowy w Warszawie S.A. on 18 September 2009 for a three-year term of office. She is also the Head of Operations and Technology Sub-Sector.

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In 2011 Michał H. Mrozek was a Vice-President of the Management Board. He resigned from that office as of 28 February 2011.

The Management Board of the Company operates on the basis of generally applicable regulations, the Company's Articles of Association as well as the Regulations of the Bank.

The Regulations of the Management Board of the Bank set forth the scope, rules of procedure of the Management Board as well as the procedure for the adoption of resolutions.

President of the Management Board convenes and chairs meetings of the Management Board, and he/she may also determine fixed meeting dates.

The Corporate Services Office in the Corporate Communication and Marketing Department, henceforth the Corporate Services Office, ensures organizational support to the Management Board.

The attendance of members of the Management Board at its meetings is obligatory. Absence must be excused. In addition to members of the Management Board, meetings may be attended by:

- 1) Division Heads;
- 2) Corporate Services Office Head or a designated person;
- 3) Compliance Head;
- 4) Legal Division Head.

The ARR Head may participate in meetings of the Management Board during which issues related to the Company's internal control are considered. Upon the motion of members of the Management Board, meetings may be attended by the Company's employees or third parties competent with respect to a particular matter. The chairman of the meeting may decide upon a debate without the participation of parties not being members of the Management Board.

For resolutions adopted by the Management Board to be valid the presence of at least half of the members at the meeting is required. Adoption of resolutions by the Management Board requires the absolute majority of votes.

The Management Board adopts resolutions by voting in an open ballot. The chairman of the meeting may order a secret ballot on his/her own initiative or upon a motion of a member of the Management Board. A resolution of the Management Board enters into force as of the date of its adoption, unless a different adoption date is specified therein.

In justified cases, resolutions may be adopted by the Management Board by circulation pursuant to a decision of the President of the Management Board or the Deputy President. A resolution may be adopted by circulation provided that all members of the Management Board are notified of its adoption. A resolution adopted by circulation constitutes an appendix to the minutes from the first meeting of the Management Board following its adoption.

Minutes are taken from the Management Board's meeting, for which the Corporate Services Office is responsible. Minutes from the Management Board's meetings are marked with the clause "banking, restricted". The minutes ought to include:

- 1) agenda;
- 2) first and last names of attendees;
- 3) information on excused absence or reasons for the absence of members of the Management Board from a meeting;
- 4) texts of resolutions adopted;
- 5) number of votes cast for a particular resolution and dissenting opinions;
- 6) name of the entity or organizational unit or first and last name of the person in charge of implementation of the resolution; and
- 7) resolution implementation deadline.

The minutes must be taken not later than within 3 (three) business days from the date of the meeting. The minutes are signed by all members of the Management Board attending the meeting, immediately after they have received the document.

The Management Board provides the Supervisory Board with the following financial information:

- 1) upon preparation, but not later than 30 (thirty) days from each month-end, monthly and periodical (covering the period from the beginning of the year to the end of the preceding month) financial information, compared with the budget adopted in the annual plan and in relation to the previous year;
- 2) immediately upon preparation, but not later than 120 (one hundred and twenty) days after each year-end, annual individual and consolidated financial statements drawn up in accordance with the International Financial Reporting Standards and audited by the Company's statutory auditor;
- 3) immediately upon preparation but in each case not later than by the end of each year, the draft annual plan for the following financial year; and

- 4) immediately, other available financial data related to the Company's operations and its financial position as well as the operations and financial position of the Company's subsidiaries, which may be reasonably requested by a member of the Supervisory Board.

## 8.2 The Supervisory Board

The Supervisory Board of the Company is composed of five to twelve members, each of whom is appointed by the General Meeting for a term of three years. In accordance with Article 14.2 of the Articles of Association, by Resolution No. 6 of 5 December 2006 the Extraordinary General Meeting of the Bank resolved that the minimum number of members of the Supervisory Board is 8. At least half of the members of the Supervisory Board should be of Polish nationality.

As at the day of signing present Report on Activities, the composition of the Company's Supervisory Board was as follows:

Member of the Supervisory Board	Professional experience
<p><b>Stanisław Sołtysiński</b> <i>Chairman of the Supervisory Board</i></p>	<p>Stanisław Sołtysiński, Professor of Law, is affiliated with the Adam Mickiewicz University in Poznań (where he used to be the Dean of the Faculty of Law and Administration) and has been a recurring visiting professor at the Pennsylvania University, the Law School in Philadelphia, and the College of Europe in Brugge, the Max Planck Institute in Munich and the International Law Academy in the Hague. He is a member of many associations and scientific organizations. Among others, he is a corresponding member of the Polish Academy of Arts and Sciences and a member of the Board of Directors of UNIDROIT. He is a co-author of the Code of Commercial Companies. Prof. Sołtysiński is also engaged in private law practice as a partner in a law firm "Sołtysiński, Kawecki i Szlęzak - Legal Advisors" limited partnership.</p> <p>Prof. Sołtysiński was appointed member of the Supervisory Board of Bank Handlowy w Warszawie S.A. on 26 March 1997 and since 30 June 2000 he has been the Chairman of the Supervisory Board.</p>
<p><b>Shirish Apte</b> <i>Vice-Chairman of the Supervisory Board</i></p>	<p>Shirish Apte is a Chartered Accountant from the Institute of Chartered Accountants in England and has an MBA diploma from the London Business School.</p> <p>He has more than 26 year's experience with Citi, starting with Citibank India. He has held various assignments in corporate banking, risk management, corporate finance and investment banking. He moved to London in 1993 as one of senior Risk Managers. Then he was appointed Corporate Finance Head for CEEMEA. He has also held the positions of Country Manager in Poland, Vice-President of Bank Handlowy w Warszawie S.A. and CEO of Central &amp; Eastern Europe. Until 2011 he was CEO of South Asia in Citi Asia Pacific. Presently he is joint Chief Executive Officer of Asia Pacific Banking responsible for Citi customer services in Southeast Asia.</p> <p>Shirish Apte has been a Vice-Chairman of the Supervisory Board of Bank Handlowy w Warszawie SA. since 25 June 2003.</p>
<p><b>Andrzej Olechowski</b> <i>Vice-Chairman of the Supervisory Board</i></p>	<p>Andrzej Olechowski holds a Ph.D. degree in Economic Sciences. He is the author of numerous publications on international trade and foreign policy. He was the Department Head at the Foreign Trade Research Institute (in the years 1978-1982) and a lecturer at the Catholic Theology Academy, Collegium Civitas and the Jagiellonian University.</p> <p>At present, Andrzej Olechowski is a member of supervisory boards or advisory committees in Euronet, Layetana Developments Polska, MCI Management S.A., ACE, Citigroup Europe, and Macquarie European Infrastructure Fund. Previously, he was the Minister of Finance and the Minister of Foreign Affairs of the Republic of Poland. He was also a candidate for the office of President of the Republic of Poland. He is a member of a number of non-governmental organizations, among others, the European Vice-Chairman of the Trilateral Commission.</p> <p>In the years 1991-1996 and 1998-2000 Andrzej Olechowski served as Chairman of the Supervisory Board of Bank Handlowy w Warszawie S.A. He was reappointed to the Supervisory Board on 25 June 2003.</p>

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**Member of the Supervisory Board****Professional experience**

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**Igor Chalupec**  
*Member of the Supervisory Board*

Igor Chalupec is a graduate of the Faculty of Foreign Trade at the Warsaw School of Economics (formerly: Main School of Planning and Statistics) and the Faculty of Law and Administration at the Warsaw University. He is a licensed broker of securities.

In the years 1991-1995 he founded and then managed Centralne Biuro Maklerskie Banku Pekao SA. Between 1995 and 2000 he was a Member, and then until 2003, Vice-President of the Management Board of Pekao SA, responsible for corporate and investment banking, treasury and custody services as well as asset management. In the years 2003-2004 he was Under-Secretary of State in the Ministry of Finance responsible for e.g. European affairs, financial markets and financial information. At the same time he was Vice-Chairperson of the Commission for the Insurance and Bank Supervision. From October 2004 to January 2007 he was the President of the Management Board and CEO of Polski Koncern Naftowy ORLEN. Presently, he is a member of the supervisory boards of PZU Życie SA and Budimex SA, a member of the Program Council of the Economic Forum in Krynica, the Executive Partner and President of the Management Board of ICENTIS Sp. z o.o. Corporate Solutions S. K-A and ICENTIS Capital Sp. z o.o.

Igor Chalupec has been a Member of the Supervisory Board of Bank Handlowy w Warszawie SA since 18 June 2009.

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**Mirosław Gryszka**  
*Member of the Supervisory Board*

Mirosław Gryszka is a graduate of Gdańsk Technical University. Since 1990 he has held managerial positions in Asea Brown Boveri Group and since 1997 he has been the President of ABB Sp. z o.o. and Country Manager of ABB Group in Poland.

Mirosław Gryszka has been a Member of the Supervisory Board of Bank Handlowy w Warszawie S.A. since 30 June 2000.

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**Marc Luet**  
*Member of the Supervisory Board*

Marc Luet is a graduate of the Institut d'Etudes Politiques de Paris and holds BSc in Economics from the Panthéon Sorbonne University and MBA from the Tuck School of Business Administration at Dartmouth College.

Between 1990 and 2002 he was the Consumer Business Manager for Hungary and Belgium at Citigroup, in the years 2002-2005 he was the CEO at Egg France and until 2008 he was the CEO of Consumer Finance & Retail International at Fortis Group. During 2008-2010 Mr Luet was VISA President for CEMEA. Since June 2010 he has been the Chief Executive Officer of Consumer for Europe, Middle East and Africa (EMEA), where he oversees consumer banking, wealth management and credit cards businesses, and is responsible for the Internet and mobile banking strategy.

Marc Luet has been a Member of the Supervisory Board of Bank Handlowy w Warszawie S.A. since 1 June 2011.

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**Frank Mannion**  
*Member of the Supervisory Board*

Frank Mannion has a Commerce Degree from the National University of Ireland in Galway and is a Chartered Accountant.

He began his career in Ireland before moving to London to join PricewaterhouseCoopers. He joined Citi in 1989 in the Planning and Analysis Team in the UK. He has held various finance positions, including Technology Finance Manager and Head of CMB EMEA Product Control. Presently, he is the Citi Regional Franchise Controller for Europe, Middle East and Africa (EMEA), responsible for, among others, product control, controllers and regulatory reporting across the Region.

Frank Mannion has been a Member of the Supervisory Board of Bank Handlowy w Warszawie S.A. since 28 June 2010.

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**Dariusz Mioduski**  
*Member of the Supervisory Board*

Dariusz Mioduski graduated from the Harvard Law School in 1990 and was awarded Bachelor of Arts degree from the University of St. Thomas in Houston in 1987.

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**Member of the Supervisory Board****Professional experience**

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Chief Executive Officer and President of the Management Board of Kulczyk Investments S.A. and Kulczyk Holding S.A. Prior to becoming the CEO of Kulczyk Investments in 2007, he was the Executive Partner at CMS Cameron McKenna in Warsaw, responsible for energy and infrastructure practice. He spent four years in the New York and Warsaw offices of White & Case LLP and before that he was with Vinson & Elkins LLP in Houston.

Mr Mioduski is a member of the Board of the Central Europe Energy Partners Association, Vice President of the Harvard Club of Poland and Vice President of the Polish Business Roundtable. He is also a member of the Polish Chapter of the Young President' Organization (YPO). Dariusz Mioduski is also a member of the Board of Directors of several public and non-public companies including Kulczyk Oil Ventures Inc., Autostrada Wielkopolska S.A., Aurelian Oil & Gas Corp. and KI Energy S.a r.l.

Dariusz Mioduski has been a Member of the Supervisory Board of Bank Handlowy w Warszawie S.A. since 12 September 2011.

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Krzysztof Opolski was awarded Master's degree in Pedagogy and Psychology from the Warsaw University in 1971. In 1990 he received an academic title of Assistant Professor (Habilitation degree) in Economic Sciences and in 2003 he rose to the rank of Full Professor (Professor Ordinarius) of Economic Sciences.

Since 1972 he has worked at the Warsaw University. In 1980-1982 he was a Deputy Dean at the Warsaw University's Faculty of Economic Sciences and in 1994 he became Senior Assistant Professor (Professor Extraordinarius) at the Banking and Finance Department. Since 2006 he has been the Head of Strategy and Economic Politics Department.

His career extends outside the Warsaw University, starting with the Institute of Science Policy and Higher Education, where he served as a Research Secretary in the years 1971-1989. Between 1991 and 1998 he was the Managing Director and President of the Management Board of OLYMPUS Centrum Edukacji i Rozwoju Biznesu S.A. In the years 1995-1997, he was a Member of the Supervisory Board of RUCH SA and from 1996 to 1999 he worked as Deputy Dean at the Higher School of Banking, Finance and Management in Warsaw. Between 1997 and 2000 he took on his role as an expert consultant in the Employment and Remuneration Policy Department at Powszechna Kasa Oszczędności BP S.A. From 2002 to 2005 he was a Member of the Supervisory Board of RUCH S.A. and between 2003 and 2005 he served as Quality Consultant at W. Orłowski Clinical Hospital. Professor Opolski was a Quality Consultant in the Marshal's Office of the Mazowieckie Voivodeship. He is an editor-in-chief of the *Ekonomia* magazine and in the years 2005-2006 he was a member of the team of economic advisors to the Prime Minister of the Republic of Poland. A member of Consortium for Higher Education Researchers (CHER) in Kassel, RN Axa Polska and Centrum Gieldowe S.A. w Warszawie, a member of advisor team to Chief Police Officer, a member of the chapter of the *Teraz Polska* competition, a member of the New Connect Advisory Committee at WSE and WSE Council for Information Order in Warsaw. At present, in addition to his Warsaw University position (since August 2009), he is the Head of Team of Advisors to the President of the National Bank of Poland.

Krzysztof Opolski was a Member of the Supervisory Board of Bank Handlowy w Warszawie S.A. in the years 2006-2009. On 28 June 2010 he was reappointed to the Supervisory Board.

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**Krzysztof Opolski**

*Member of the Supervisory Board*

Stephen Simcock graduated from the Colby College in Waterville, Maine with a degree in French literature in 1984 and received his JD degree from the Washington and Lee University, School of Law in 1988.

**Stephen Simcock**

*Member of the Supervisory Board*

He started his career with Semmes, Bowen & Semmes in Baltimore, where he worked in the corporate, financial institutions and professional

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**Member of the Supervisory Board****Professional experience**

services departments. He joined Citigroup as General Counsel of Citimortgage, Inc. in November 2002. Next, he was the General Counsel to the Commercial Businesses Group, General Counsel in the North American Retail Bank, General Counsel to Ajay Banga's North American Retail Bank, General Counsel of GCG International and General Counsel for Global Wealth Management Consumer Bank in EMEA. Currently, he serves as the General Counsel for the Global Consumer Group (GCG) and Deputy General Counsel for Citigroup, Inc.

Stephen Simcock has been a Member of the Supervisory Board of Bank Handlowy w Warszawie S.A. since 18 June 2009.

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**Alberto J. Verme**

*Member of the Supervisory Board*

Alberto J. Verme obtained a BA degree in Economics from Denison University in 1979 and an MBA from Columbia Business School in 1984.

He began his career at The World Bank in 1979. Then he worked for The First Boston Corporation as the Director for Spain (1990-1992) and Head of Emerging Markets (1988-1990). Between 1992 and 1994 he worked for Metallgesellschaft AG as President of MG Global Capital in London. He joined Salomon Brothers in 1994 and held an office of the Head and later the Chairman of Citi's Latin America Investment Banking Group. In the period from 2001 to 2004, he was a Co-Head of Global Energy, Power and Chemicals Investment Banking, then Co-Head of the Global Investment Banking and a member of the Institutional Clients Group Management Committee as well as the Investment Banking Operating Committee. Until the end of 2011, he was CEO for EMEA (Europe, Middle East and Africa) and presently he is the CEO of EMEA Banking and a member of the Senior Leadership Committee.

Alberto J. Verme has been a Member of the Supervisory Board of Bank Handlowy w Warszawie S.A. since 20 November 2009.

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**Stephen R. Volk**

*Member of the Supervisory Board*

Stephen R. Volk graduated from the Dartmouth College and Harvard Law School.

He joined Shearman & Sterling, a New York-based law firm, in 1960 and became a Partner of this company in 1968 and a Senior Partner in 1991. In 2001 he joined Credit Suisse First Boston. His professional experience with Citigroup began in September 2004. Presently he is a Vice-Chairman of Citigroup Inc. and responsible for Citigroup Senior Management matters as well as Investment Banking. He is also a member of the Citigroup Executive Committee.

Stephen R. Volk has been a Member of the Supervisory Board of Bank Handlowy w Warszawie S.A. since 20 November 2009.

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In 2011 members of the Supervisory Board were also Sanjeeb Chaudhuri (who resigned as of 14 April 2011) and Wiesław Smulski (who resigned as of 14 July 2011).

The Supervisory Board is composed also of independent members, including the Chairman of the Supervisory Board.

The Supervisory Board of the Company operates on the basis of generally applicable regulations, the Company's Articles of Association as well as the Regulations of the Supervisory Board Bank Handlowy w Warszawie S.A.

The Supervisory Board performs activities as set forth in the applicable laws and the Company's Articles of Association, in line with the Regulations of the Supervisory Board of Bank Handlowy w Warszawie S.A.

Apart from the rights and responsibilities stipulated in the applicable laws, the powers of the Supervisory Board include:

- 1) appointment and dismissal of the President of the Management Board of the Company in a secret ballot;
- 2) appointment and dismissal of Vice-Presidents and other members of the Company's Management Board in a secret ballot upon the motion of the President of the Management Board;



- 3) determination of the terms and conditions of employment contracts or other legal relationship between members of the Management Board and the Company;
- 4) granting consent to opening or closing foreign branches;
- 5) adoption of the Regulations of the Supervisory Board as well as the approval of:
  - a) the Regulations of the Management Board of the Company;
  - b) regulations for management of special funds created from the net profit;as adopted by the Management Board of the Company;
- 6) granting prior consent to undertaking measures with respect to management of the Company's fixed assets with value exceeding 1/10 of the Company's share capital;
- 7) appointment of the Company's statutory auditor;
- 8) granting consent to employment and dismissal of the Head of the Audit and Risk Review Department upon the motion of the Management Board and supervision over operations of the Department;
- 9) any performances made by the Company and its related parties for the benefit of members of the Management Board as well as granting consent to entering into a material agreement by the Company or its subsidiary with the Company's related party, member of the Supervisory Board or Management Board as well as their related parties;
- 10) supervision over implementation and monitoring of the Bank's management system, including in particular supervision over non-compliance risk management, as well as evaluation, at least once a year, of adequacy and efficiency of this system;
- 11) approval of the Bank's operational strategy and the principles for prudent and stable management of the Bank;
- 12) approval of the fundamental organizational structure of the Bank, adjusted to the size and profile of incurred risk and determined by the Bank's Management Board;
- 13) acceptance of the general level of the Bank's risk;
- 14) approval of the principles of the Bank's policy regarding the non-compliance risk;
- 15) approval of the Bank's internal procedures concerning the processes of assessment of internal capital, capital management and capital planning;
- 16) approval of the Bank's information policy;
- 17) approval of the internal control procedure.

Additionally, the Supervisory Board is responsible for suspending individual or all members of the Management Board for material reasons as well as delegating members of the Supervisory Board to temporarily (for a period not exceeding three months) act in the capacity of members of the Management Board who have been dismissed, submitted a statement of resignation or are incapable of performing their duties for any other reasons.

Members of the Supervisory Board perform their duties in person. The Supervisory Board performs its duties collectively; each member of the Supervisory Board has the right to be provided by the Management Board with information required for due performance of their duties. Meetings of the Supervisory Board are held at least once a quarter. Such meetings are convened by Chairman of the Supervisory Board, and in his/her absence – by one of Vice-Chairmen of the Supervisory Board on their own initiative, upon the motion of a member of the Supervisory Board or upon the motion of the Management Board of the Company. The Chairman of the Supervisory Board may determine fixed dates of the Supervisory Board's meetings. Notices convening such meetings, including the agenda and materials to be debated upon, are distributed by the Secretary of the Supervisory Board to members of the Supervisory Board at least 7 (seven) days prior to the date of the meeting.

The Supervisory Board meets on the date of the General Meeting which approves the Management Board's report on the activities of the Company as well as the financial statements for the last full financial year of performing the function of member of the Management Board in which the terms of office expire, for the purpose of electing new members of the Management Board of the Company.

On an annual basis, the Supervisory Board adopts a resolution regarding the report on the activities prepared by the Board, presenting the Supervisory Board's evaluation of the Company's position, evaluation of the Supervisory Board's activities, evaluation of an internal control system and a significant risk management system, as well as the results of the evaluation of the financial statements of the Company, including proposals of the Management Board as to profit distribution. The above document is submitted by the Supervisory Board to the General Meeting for approval.

Members of the Supervisory Board may participate in the process of resolution adoption, by casting their votes in writing through another member of the Supervisory Board. The Supervisory Board has the right to adopt resolutions in writing or by means of direct long-distance communication.

Meetings of the Supervisory Board are chaired by the Chairman of the Supervisory Board and in his/her absence – by one of the Vice-Chairmen of the Supervisory Board. If both the Chairman and Vice-Chairman are absent – the meeting is chaired by a member of the Supervisory Board elected by the remaining members.

For resolutions adopted by the Supervisory Board to be valid the presence of at least half of the members at the meeting is required. Adoption of resolutions by the Supervisory Board requires the absolute majority of votes. Without the consent of the majority of independent members of the Supervisory Board resolutions should not be adopted with respect to:

- 1) any performances made by the Company or its related parties for the benefit of members of the Management Board;
- 2) granting consent to entering into a material agreement by the Company or its subsidiary and the Company's related party, member of the Supervisory Board or Management Board or their related parties;
- 3) appointment of a statutory auditor responsible for auditing the financial statements of the Company.

Each member of the Supervisory Board is obliged to immediately inform the remaining members of a conflict of interests and refrain from taking part in the discussion as well as voting on a resolution with respect to which a conflict has arisen.

The Supervisory Board adopts resolutions in an open ballot, except for the appointment and dismissal of the President of the Management Board in a secret ballot as well as the appointment and dismissal of Vice-Presidents and other members of the Company's Management in a secret ballot upon the motion of the President of the Management Board. The chairman of the meeting may decide upon a secret ballot with respect to other issues on his/her own initiative or upon a motion of a member of the Supervisory Board.

A resolution of the Supervisory Board enters into force as of the date of its adoption, unless a different adoption date is specified therein.

Minutes are taken from the meetings of the Supervisory Board, including the agenda, first and last names of the present members of the Supervisory Board, the number of members absent from the meeting with the reasons for their absence, the number of votes for individual resolutions, separate tasks as well as the full text of resolutions adopted. The list of members of the Supervisory Board attending the meeting as well as other participants constitutes an appendix to the minutes. The minutes are signed by all members of the Supervisory Board attending the meeting. The minutes from the meetings of the Supervisory Board for the whole term of its office are collected in a separate file stored by the Company.

Members of the Management Board of the Company attend meetings of the Supervisory Board, except for those concerning directly the Management Board. Upon the motion of Chairman of the Supervisory Board or the Management Board, meetings may be attended by the Company's employees or third parties competent with regard to a particular matter. The ARR Head may participate in meetings of the Supervisory Board during which issues related to the Company's internal control are considered. In particularly justified circumstances, Chairman of the Supervisory Board may decide to convene a meeting without the participation of parties other than members of the Supervisory Board, irrespective of any previous regulations providing otherwise.

### **Supervisory Board Committees**

Standing Committees of the Supervisory Board include:

- 1) Audit Committee; and
- 2) Remuneration Committee;
- 3) Risk and Capital Committee.

The Supervisory Board has the right to adopt a resolution on the appointment of committees other than those specified above and composed exclusively of members of the Supervisory Board. The relevant resolution of the Supervisory Board sets forth the scope of responsibilities of such a committee.

In line with the aforementioned procedure, in 2003 the Supervisory Board appointed the **Strategy and Management Committee** responsible for ongoing analyses of all issues related to the activities performed by the Bank's corporate bodies as well as streamlining their functioning. The Committee is composed of: Shirish Apte acting as the Chairman, Andrzej Olechowski and Alberto J. Verme acting as the Vice-Chairmen and Igor Chalupiec, Mirosław Gryszka, Stanisław Sołtysiński and Stephen R. Volk acting as Committee members. Until 14 April 2011 Sanjeeb Chaudhuri was a member of the Committee. The Committee meets as convened by the Chairman.

### **Audit Committee**

The Audit Committee is composed of:

- 1) Mirosław Gryszka – Chairman of the Committee;
- 2) Stephen Simcock – Vice-Chairman of the Committee;
- 3) Shirish Apte – Member of the Committee;
- 4) Krzysztof Opolski – Member of the Committee;
- 5) Frank Mannion – Member of the Committee.

Until 14 July 2011 Wiesław Smulski was a member of the Committee.

The Audit Committee is a standing committee of the Company's Supervisory Board.

The roles and responsibilities of the Audit Committee include monitoring the financial reporting, monitoring the efficiency of the systems of internal control and internal audit, monitoring the risk management, monitoring the audit performance and monitoring the independence of the auditor.

Members of the Committee perform their roles pursuant to Article 390 of the Code of Commercial Companies. The Committee submits annual reports on its activities to the Supervisory Board. A report for each subsequent calendar year is submitted by the end of the first quarter of the following year. The aforementioned reports are made available to the shareholders through their publication at the Bank's website. During the first subsequent meeting of the Supervisory Board the Committee provides the Board with a report on every meeting of the Committee as well as its recommendations discussed at such meetings.

The Audit Committee should consist of at least two independent members, one of whom performs the function of the Committee Chairman. At least one member of the Committee should meet the independence requirements referred to in Article 56.3.1, 56.3.3 and 56.3.5 of the Act on auditors, their self-government and the entities authorized to audit financial statements and public supervision, as well as hold qualifications within the field of accounting or financial auditing.

For the resolutions adopted by the Committee to be valid, at least three members must participate in the meeting.

Audit Committee meetings are convened by the Committee Chairman on his/her own initiative or upon the motion of a Committee member. Should the Committee Chairman be unable to convene a meeting for any reason whatsoever, the above right is exercised by the Deputy Chairman. Meetings are also convened upon the motion of a Committee member or the Chairman of the Supervisory Board.

A notice convening the meeting, including the agenda and materials subject to discussion, is distributed to members of the Audit Committee by the Secretary of the Committee (this role is performed by the Secretary of the Supervisory Board). Meetings of the Audit Committee are held at least four times per annum at dates determined by the Chairman upon consultation with the Deputy Chairman of the Committee.

At least on an annual basis the Audit Committee meets:

- 1) with Audit and Risk Review Head, without the participation of the management;
- 2) with the statutory auditor of the Company, without the participation of the management;
- 3) members of the Audit Committee, exclusively.

At its discretion, the Audit Committee may also meet with individual executives of the Company.

The agenda of the Audit Committee includes standing items as well as issues considered upon motion. The number of standing items considered at the Committee's meetings is determined in a resolution adopted by the Committee. The Supervisory Board, individual Committee members as well as the remaining members of the Supervisory Board have the right to propose issues to be considered at the Committee's meetings.

Basing on materials received, the Secretary of the Audit Committee develops a draft agenda, including a list of invitees, and submits it to the Committee Chairman and Deputy Chairman for approval. The draft agenda approved by the Committee Chairman and Deputy Chairman is distributed with materials to Committee members.

All members of the Audit Committee are obliged to participate in its meetings. A Committee member unable to take part in the meeting should inform the Secretary of the Committee accordingly seven days prior to the specified meeting date. The Committee has the right to consult advisors and invite the Company's employees or other parties to its meetings to discuss or examine the issues considered by the Committee. Parties invited by the Committee Chairman or Deputy Chairman may participate in the meeting or its relevant part.

The meetings of the Committee are chaired by the Chairman of the Audit Committee. In the Chairman's absence, the meetings are chaired by the Deputy Chairman. Upon consultation with the Deputy Chairman of the Committee, the Chairman may remove an issue from the agenda, in particular for the purpose of supplementing a motion or obtaining an opinion.

Resolutions of the Audit Committee are adopted by the absolute majority of votes cast by Committee members attending a meeting.

Upon consultation with the Deputy Chairman of the Committee, the Chairman may decide on considering a matter by circulation.

### **Remuneration Committee**

The Remuneration Committee is composed of:

- 1) Stanisław Sołtysiński – Chairman of the Committee;
- 2) Alberto J. Verme – Vice-Chairman of the Committee;
- 3) Shirish Apte – Member of the Committee;
- 4) Andrzej Olechowski – Member of the Committee.

The Remuneration Committee is a standing committee of the Company's Supervisory Board.

The Remuneration Committee is an advisory body of the Supervisory Board and the Committee members perform their functions pursuant to Article 390 of the Code of Commercial Companies. The Committee submits annual reports on its activities to the Supervisory Board. A report for each subsequent calendar year is submitted by the end of the first quarter of the following year. The aforementioned reports are made available to the shareholders through their publication at the Bank's website. During the first subsequent meeting of the Supervisory Board the Committee provides the Board with a report on every meeting of the Committee as well as its recommendations discussed at such meetings.

The powers and responsibilities of the Remuneration Committee include:

- 1) evaluating the remuneration paid to members of the Company's Management Board against arm's length criteria. The evaluation involves analysis of reports prepared by independent experts or independent market research companies and providing the Supervisory Board with information on material changes to arm's length conditions for remunerating management board members of competitive entities;

- 2) evaluating the remuneration paid to members of the Company's Management Board with respect to their scopes of duties and their performance. The evaluation involves analyses of the relationship between remuneration paid to individual members of the Company's Management Board and the present scope of their duties and the performance of such duties by members of the Company's Management Board as well as informing the Supervisory Board of material changes in the relationship referred to above;
- 3) providing the Supervisory Board with recommendations as to the amount of remuneration paid to individual members of the Company's Management Board each time prior to its determination or modification. Recommendations are submitted following the assessment of qualifications and scopes of duties of each member of the Company's Management Board as well as suggestions as to the adequate remuneration. The suggestions presented by the Remuneration Committee ought to apply to both the total amount of remuneration and its individual components;
- 4) performing a general assessment of the correctness of the remuneration policy adopted by the Company with respect to its executives not being members of the Management Board.

The Remuneration Committee consists of at least 3 (three) members of the Supervisory Board, including 1 (one) independent member of the Supervisory Board. Committee members, including its Chairman and Deputy Chairman are elected by the Supervisory Board in an open ballot.

Remuneration Committee meetings are convened by the Committee Chairman on his/her own initiative or by the Deputy Chairman if the Committee Chairman is unable to convene a meeting for any reasons whatsoever. Meetings are also convened upon the motion of a Committee member or the Chairman of the Supervisory Board. Meetings of the Remuneration Committee are held at least 2 (two) times a year at dates determined by the Chairman of the Committee. The agenda of the Remuneration Committee includes standing items as well as issues considered upon motion.

Basing on materials received, the Secretary of the Remuneration Committee develops a draft agenda, including a list of invitees and submits it to the Committee Chairman for approval.

All members of the Remuneration Committee are obliged to participate in its meetings. A Committee member unable to take part in the meeting should inform the Secretary of the Committee accordingly 7 (seven) days prior to the specified meeting date. Parties invited by the Committee Chairman, and in particular parties presenting individual issues, participate in the Committee meeting or its relevant part.

Resolutions of the Remuneration Committee are adopted by the absolute majority of votes cast by Committee members attending a meeting.

The Committee Chairman may decide on considering a matter by circulation in writing. A member of the Remuneration Committee voting against may request that a dissenting opinion be included in the minutes.

Minutes are taken from the meetings of the Remuneration Committee. They are signed by the Chairman and the Secretary. The minutes from the Committee meeting are subject to approval by the Committee members at the first subsequent meeting of the Committee.

### **Risk and Capital Committee**

The Risk and Capital Committee is composed of:

- 1) Alberto J. Verme – Chairman of the Committee;
- 2) Igor Chalupec – Vice-Chairman of the Committee;
- 3) Andrzej Olechowski – Member of the Committee;
- 4) Stephen Simcock – Member of the Committee;
- 5) Frank Mannion – Member of the Committee.

Until 14 April 2011 Sanjeeb Chaudhuri was a member of the Committee.

Members of the Committee perform their roles specified in these Regulations pursuant to Article 390 of the Code of Commercial Companies. The Committee submits annual reports on its activities to the Supervisory Board. A report for each subsequent calendar year is submitted by the end of the first quarter of the following year. The aforementioned reports are made available to the shareholders through their publication at the Bank's website and in its registered office. During the first subsequent meeting of the Supervisory Board the Committee provides the Board with a report on every meeting of

the Committee as well as its recommendations discussed at such meetings. The Committee's Regulations are published at the Bank's website and made available in its registered office.

The Committee is responsible for supervision over the implementation of a risk management system by the Bank's Management Board, assessment of the adequacy and effectiveness of the aforementioned system as well as supervision over the process of assessing the internal capital and capital management.

The Committee consists of at least four members of the Supervisory Board, one of whom performs the function of the Committee's Chairman. For the resolutions adopted by the Committee to be valid, at least three members must participate in the meeting.

Committee meetings are convened by the Committee Chairman on his/her own initiative or upon the motion of a Committee member. Should the Committee Chairman be unable to convene a meeting for any reason whatsoever, the above right is exercised by the Deputy Chairman. Meetings are also convened upon the motion of a Committee member or the Chairman of the Supervisory Board.

Meetings of the Committee are held at least on a semi-annual basis at dates determined by the Committee Chairman upon consultation with the Deputy Chairman of the Committee.

A notice convening the meeting, including the agenda and materials subject to discussion is distributed to members of the Committee by the Secretary of the Committee (this role is performed by the Secretary of the Supervisory Board). The notice should include the agenda as well as materials related to the matters discussed at the meeting. The agenda of the Committee includes standing items as well as issues considered upon motion. The Supervisory Board, individual Committee members as well as the remaining members of the Supervisory Board have the right to propose issues to be considered at the Committee's meetings.

All members of the Committee are obliged to participate in its meetings.

The Committee has the right to consult advisors and invite the Bank's employees or other parties to its meetings to discuss or examine the issues considered by the Committee.

Parties invited by the Committee Chairman or Deputy Chairman may participate in the meeting or its relevant part.

Committee meetings are chaired by the Chairman of the Committee. In the Chairman's absence, the meetings are chaired by the Deputy Chairman.

Resolutions of the Committee are adopted by the absolute majority of votes cast by Committee members attending a meeting. Upon consultation with the Deputy Chairman of the Committee, the Chairman may decide on considering a matter by circulation (in writing).

Minutes are taken from the Committee meetings.