



The Annual Financial Statements
of Bank Handlowy w Warszawie SA
as at 31 December 2005

March 2006

Selected financial data

	In PLN '000		In EUR '000	
	End of 2005	End of 2004	End of 2005	End of 2004
	period from 01/01/05 to 31/12/05	period from 01/01/04 to 31/12/04	period from 01/01/05 to 31/12/05	period from 01/01/04 to 31/12/04
Interest income	1,641,364	1,686,319	407,965	373,228
Fee and commission income	587,658	556,996	146,064	123,278
Profit before tax	748,645	563,244	186,077	124,661
Net profit	589,245	448,522	146,458	99,270
Increase/decrease of net cash	33,250	(239,847)	8,614	(58,800)
Total assets	32,669,425	33,809,131	8,464,020	8,288,583
Due to central bank	-	718	-	176
Financial liabilities valued at amortized cost	23,223,955	21,974,328	6,016,880	5,387,185
Shareholders' equity	5,171,494	6,141,984	1,339,835	1,505,757
Share capital	522,638	522,638	135,405	128,129
Number of shares	130,659,600	130,659,600	130,659,600	130,659,600
Book value per share (PLN / EUR)	39.58	47.01	10.25	11.52
Capital adequacy ratio (%)	13.37	18.49	13.37	18.49
Earnings per ordinary share (PLN / EUR)	4.51	3.43	1.12	0.76
Diluted net profit per ordinary share (in PLN)	4.51	3.43	1.12	0.76
Declared or distributed dividends per ordinary share (PLN / EUR)*	3.60	11.97	0.93	2.93

*The presented ratios are related to, respectively: declared dividends from the appropriation of the 2005 profit as well as from dividends distributed in 2005 from the appropriation of the 2004 profit and from retained earnings.

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Income statement

<i>In thousands of PLN</i>	<i>Note</i>	2005	2004
Interest and similar income	4	1,641,364	1,686,319
Interest expense and similar charges	4	(655,216)	(753,892)
Net interest income	4	986,148	932,427
Fee and commission income	5	587,658	556,996
Fee and commission expense	5	(75,692)	(65,390)
Net fee and commission income	5	511,966	491,606
Dividend income	6	21,094	13,241
Net income on financial instruments valued at fair value through profit and loss account	7	120,998	43,782
Net gain on investment (deposit) securities	8	137,385	36,596
Net profit on foreign exchange	9	342,891	360,352
Other operating income	10	126,741	128,828
Other operating expenses	10	(51,996)	(41,937)
Net other operating income	10	74,745	86,891
General administrative expenses	11	(1,349,073)	(1,265,457)
Depreciation expense	12	(139,312)	(142,179)
Profit / (loss) on sale of tangible fixed assets	13	6,589	4,214
Net impairment losses	14	35,214	1,771
Profit before tax		748,645	563,244
Income tax expense	15	(159,400)	(114,722)
Net profit		589,245	448,522
Weighted average number of ordinary shares	16	130,659,600	130,659,600
Net profit per ordinary share (in PLN)	16	4.51	3.43
Diluted net profit per ordinary share (in PLN)	16	4.51	3.43

Balance sheet

<i>In thousands of PLN</i>	<i>Note</i>	31.12.2005	31.12.2004
ASSETS			
Cash and balances with central bank	<i>17</i>	922,649	841,114
Financial assets held for trading	<i>18</i>	5,878,624	5,316,962
Debt securities available-for-sale	<i>19</i>	7,171,157	6,091,194
Equity investments	<i>20</i>	284,304	332,511
Loans and advances	<i>21</i>	15,839,648	18,498,769
<i>to financial sector</i>		6,898,665	8,790,190
<i>to non-financial sector</i>		8,940,983	9,708,579
Property and equipment	<i>23</i>	687,894	711,710
<i>land, buildings and equipment</i>		646,946	711,710
<i>investment property</i>		40,948	-
Intangible assets	<i>24</i>	1,313,418	1,309,578
Deferred income tax assets	<i>26</i>	300,162	237,205
Other assets	<i>27</i>	199,221	470,088
Non-current assets held-for-sale	<i>28</i>	72,348	-
Total assets		32,669,425	33,809,131
LIABILITIES			
Due to central bank		-	718
Financial liabilities held for trading	<i>18</i>	3,420,219	4,194,290
Financial liabilities valued at amortized cost	<i>29</i>	23,223,955	21,974,328
<i>deposits from</i>		22,768,006	20,708,902
<i>financial sector</i>		5,808,791	3,819,676
<i>non-financial sector</i>		16,959,215	16,889,226
<i>other liabilities</i>		455,949	1,265,426
Provisions	<i>30</i>	57,245	216,717
Income tax liabilities	<i>26</i>	162,788	23,509
Other liabilities	<i>31</i>	629,354	1,257,585
Liabilities held-for-sale	<i>28</i>	4,370	-
Total liabilities		27,497,931	27,667,147
EQUITY			
Issued capital	<i>32</i>	522,638	522,638
Share premium	<i>32</i>	2,944,585	3,044,585
Revaluation reserve	<i>32</i>	(64,554)	(9,371)
Other reserves	<i>32</i>	1,101,418	2,116,063
Retained earnings		667,407	468,069
Total equity		5,171,494	6,141,984
Total liabilities and equity		32,669,425	33,809,131

Statement of changes in equity

<i>In thousands of PLN</i>	Share capital	Share premium	Revaluation reserve	Other reserves	Retained earnings	Total equity
Balance as at 1 January 2004	522,638	3,044,585	(13,212)	2,115,273	277,646	5,946,930
Effects of transition to IFRS*	-	-	(29,520)	-	(15,589)	(45,109)
Balance as at 1 January 2004- after restatement	522,638	3,044,585	(42,732)	2,115,273	262,057	5,901,821
Valuation of financial assets available-for-sale	-	-	79,213	-	-	79,213
Transfer of valuation of sold financial assets available-for-sale to profit and loss account	-	-	(38,027)	-	-	(38,027)
Deferred income tax on valuation of financial assets available-for-sale	-	-	(7,825)	-	-	(7,825)
Net profit	-	-	-	-	448,522	448,522
Dividends paid	-	-	-	-	(241,720)	(241,720)
Transfers to capital	-	-	-	790	(790)	-
Closing balance as at 31 December 2004	522,638	3,044,585	(9,371)	2,116,063	468,069	6,141,984

*with the exception of IAS 32 and IAS 39

Statement of changes in equity

<i>In thousands of PLN</i>	Share capital	Share premium	Revaluation reserve	Other reserves	Retained earnings	Total equity
Balance as at 1 January 2005	522,638	3,044,585	(9,371)	2,116,063	468,069	6,141,984
Effects of transition to IFRS*	-	-	2,479	-	59,443	61,922
Balance as at 1 January 2005- after restatement	522,638	3,044,585	(6,892)	2,116,063	527,512	6,203,906
Valuation of financial assets available-for-sale	-	-	50,653	-	-	50,653
Transfer of valuation of sold financial assets available-for-sale to profit and loss account	-	-	(121,841)	-	-	(121,841)
Deferred income tax on valuation of financial assets available-for-sale	-	-	13,526	-	-	13,526
Net profit	-	-	-	-	589,245	589,245
Dividends paid	-	(100,000)	-	(1,049,804)	(414,191)	(1,563,995)
Transfers to capital	-	-	-	35,159	(35,159)	-
Closing balance as at 31 December 2005	522,638	2,944,585	(64,554)	1,101,418	667,407	5,171,494

*in respect of IAS 32 and IAS 39

Statement of cash flows

	2005	2004
<i>In thousands of PLN</i>		
A. Cash flows from operating activities		
I. Net profit (loss)	589,245	448,522
II. Adjustments to reconcile net profit or loss to net cash provided by operating activities:	1,376,801	(163,013)
Current and deferred tax income, recognised in income statement	159,400	114,722
Amortisation	139,312	142,179
Impairment	(27,736)	103,897
Net provisions (recoveries)	(7,478)	(105,668)
Income on sale of investments	(11,784)	21,381
Received interest	1,512,848	1,355,504
Retained interest	(664,208)	(780,096)
Other adjustments	(1,005,922)	(919,877)
Cash flows from operating profits before changes in operating assets and liabilities	94,432	(67,958)
Increase / decrease in operating assets (excl. cash and cash equivalents)	1,208,028	43,246
Increase / decrease in loans and receivables	2,638,309	3,968,588
Increase / decrease in assets available-for-sale	(1,100,132)	(3,318,003)
Increase / decrease in equity investments	11,304	(35,414)
Increase / decrease in assets held for trading	(525,073)	(565,844)
Increase / decrease in assets available-for-sale	(67,978)	-
Increase / decrease in other assets	251,598	(6,081)
Increase / decrease in operating liabilities (excl. cash and cash equivalents)	74,341	(138,301)
Increase / decrease in advances from central bank	(718)	(40,427)
Increase / decrease in financial liabilities valued at amortised cost	1,500,871	(557,011)
Increase / decrease in liabilities held for trading	(774,071)	543,095
Increase / decrease in other liabilities	(651,741)	(83,958)
Cash flows from operating activities	1,966,046	285,509
Income taxes (paid) refunded	(40,298)	(115,410)
III. Net cash flows from operating activities	1,925,748	170,099
B. Cash flows from investing activities	(82,625)	(94,787)
Cash payments to acquire tangible assets	16,181	4,440
Cash receipts from the sale of tangible assets	(42,173)	(21,955)
Cash payments to acquire intangible assets	-	(476)
Cash receipts from the disposal of investments in subordinated entities	36,812	4,426
Dividends received	21,094	13,241
Net cash flows from investing activities	(50,711)	(95,111)
C. Cash flows from financing activities		
Dividends paid	(1,563,995)	(241,720)
Other cash proceeds related to financing activities	83,818	1,350
Other cash payments related to financing activities	(361,610)	(74,465)
Net cash flows from financing activities	(1,841,787)	(314,835)
D. Effect of exchange rate changes on cash and cash equivalent	(1,367)	(15,533)
E. Increase in net cash	33,250	(239,847)
F. Cash at the beginning of reporting period	972,013	1,211,860
G. Cash at the end of reporting period	1,005,263	972,013

Explanatory notes to the financial statements

1. General information about the Issuer

Bank Handlowy w Warszawie SA (“the Bank”) has its registered office in Warsaw at ul. Senatorska 16, 00-923 Warszawa. The Bank was founded on the strength of a Notarial Deed of 13 April 1870. The Bank is registered in the Register of Entrepreneurs in the National Court Register maintained by the District Court for Warsaw, XII Commercial Department in Warsaw, under KRS number 0000001538.

The Bank is a member of Citigroup. Citibank Overseas Investments Corporation, a subsidiary of Citibank N.A., is the parent of the Bank.

The Bank operates on the basis of applicable regulations and its Articles of Association.

The Bank offers a wide range of banking services in domestic and foreign markets for individuals and corporates.

2. Significant accounting policies

Statement of compliance

The annual unconsolidated financial statements have been prepared in accordance with International Financial Reporting Standards (‘IFRS’) with respect to the preparation of a parent's separate financial statements as adopted by the European Union and in respect to matters that are not regulated by the above standards, in accordance with the requirements of the Accounting Act dated 29 September 1994 (Official Journal from 2002, No. 76, item 694 with amendments) and respective bylaws and regulations, and the requirements for issuers of securities admitted or sought to be admitted to trading on an official stock-exchange listing market. These are the first IFRS annual unconsolidated financial statements and IFRS 1 (First-time adoption of International Financial Reporting Standards) has been applied. The preparation of these unconsolidated financial statements is a requirement for issuers of securities admitted or sought to be admitted to trading on an official stock-exchange listing market

An explanation of how the transition to IFRS has affected the reported financial position, financial performance and cash flows of the Bank is provided in note 44.

In addition, consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union and in respect to matters that are not regulated by the above standards, in accordance with the requirements of the Accounting Act dated 29 September 1994 (Official Journal from 2002, No. 76, item 694 with amendments) and respective bylaws and regulations, and the requirements for issuers of securities admitted or sought to be admitted to trading on an official stock-exchange listing market.

The consolidated financial statements were authorised for issue on 27 March 2006.

Basis of preparation

These annual financial statements have been prepared for the period from 1 January 2005 to 31 December 2005. The comparable financial data is presented for the period from 1 January 2004 to 31 December 2004. The Bank chose the option not to convert the comparable data for IAS 32 (Financial Instruments: Recognition and Presentation) and for IAS 39 (Financial Instruments: Recognition and Measurement). The implementation date of these standards is 1 January 2005. Note 44 describes the preparation of comparable data.

The financial statements are presented in PLN, rounded to the nearest thousand.

The financial statements have been prepared on the fair value basis for financial liabilities and financial assets accounted at fair value through the profit and loss including derivatives and available-for-sale assets with the exception of assets and liabilities whose fair value cannot be estimated in a reliable way. Other assets and liabilities are presented at amortized cost (loans and receivables, financial liabilities other than valued at fair value through profit and loss account) or at purchase method decreased by impairment losses.

In 2004, the Bank applied the early adoption of IFRS 2 (Share-based Payment) to management stock option programs offered to the Bank's management as part of the equity benefits of Citigroup.

IFRS 7 (Financial Instruments: Disclosures) is not effective until 1 January 2007 with an early adoption encouraged. The Bank has not adopted IFRS 7 early because management believes that the disclosures under IFRS 7 would not be very different to the requirements of IAS 32 and IAS 30. Other standards, amendments to the standards and IFRIC interpretations recently endorsed or awaiting endorsement are either not relevant to the Bank or would not have a material impact on the current year financial statements.

In order to prepare financial statements in accordance with IFRS, management has to make judgments, estimates and assumptions that have an impact on the amounts presented in the financial statements.

Judgments, estimates and assumptions are made on the basis of available historical data and many other factors that have been recognized as material in the presented period. These factors are the base to make estimates of the balance sheet value of assets and liabilities whose value cannot be estimated on the basis of other sources. Actual results could differ from those estimates.

The estimates and associated assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Foreign currency translations

Assets and liabilities denominated in non – PLN currencies are translated into PLN equivalents using the NBP mid exchange rate prevailing at the balance sheet date.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of transactions.

Foreign exchange gains and losses resulting from revaluation of balance sheet items denominated in foreign currencies and settlement of transactions in foreign currencies are included in net profit on foreign exchange.

The exchange rates of the major currencies applied in the preparation of these financial statements are:

in PLN		31 December 2005	31 December 2004
1	USD	3.2613	2.9904
1	CHF	2.4788	2.6421
1	EUR	3.8598	4.0790

Financial assets and financial liabilities

Classification

The Bank classifies its financial instruments into the following categories:

- financial assets or financial liabilities at fair value through profit or loss;
- loans and receivables

- available-for-sale financial assets.
- other financial liabilities

In the reporting period, the Bank did not classify assets to investments held to maturity.

The Bank classifies financial assets to particular categories on the date of their first recognition.

a) Financial assets or financial liabilities at fair value through profit and loss

This category has two sub-categories: financial assets and liabilities held for trading and those designated at fair value through profit or loss at initial recognition. Assets or liabilities are included in this category when they were purchased with the primary objective of selling or purchasing to generate short – term profits, are part of a portfolio of identified financial instruments that are managed together and for which there is evidence of generating short-term profits, or when they are classified to this category at management’s discretion. All derivative instruments and selected debt securities are also categorized as held for trading.

b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Bank provides funds, goods or services directly to the debtor for any purpose except for the generation of short-term profits from trading in such loans or receivables. This category comprises in the first instance amounts due in respect of loans, purchased debts and receivables securities that are not quoted in an active market.

c) Available-for-sale financial assets

Available-for-sale financial assets are those non-derivative financial assets that are classified by the Bank to this category at the beginning of the period or were not classified in any of the other categories. Selected debt and equity securities are classified to this category.

d) Other financial liabilities

Other financial liabilities are financial liabilities, which are not classified as financial liabilities at fair value through profit or loss. Customers’ deposits are classified to this category.

Recognition and exclusions

Transactions of purchase or sale of financial assets classified at fair value through profit or loss and available-for-sale are recognized using transaction settlement date, i.e. the date on which the Bank will receive or transfer the ownership right to assets. The rights and liabilities from a concluded transaction are measured at fair value from the transaction conclusion day to the transaction settlement day.

Loans and receivables are recognized at the time of payment of cash to the borrower.

Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Bank has transferred substantially all risks and rewards of ownership.

Financial obligations are excluded from the balance sheet when and only when the obligation expired i.e. the obligation described in the agreement had been fulfilled, written off or expired.

Measurement

When financial assets or financial liabilities are recognized initially, they are measured at fair value plus, in the case of assets and liabilities not at fair value through profit or loss, significant transaction costs that are directly attributable to the acquisition or issue of the financial assets or financial liabilities.

After initial recognition, the Bank measures financial assets, including derivatives that are assets, at their fair values, without deducting transaction costs that it may incur in connection with the sale or disposal of assets, except for loans and receivables, which are measured at amortized cost using the effective interest method, and investments in equity instruments for which no quotations in an active market are available and whose value cannot be reasonably determined are measured at cost.

After initial recognition, financial liabilities are measured at amortized cost using the effective interest method, except financial liabilities that are measured at fair value through profit or loss. Financial liabilities that are measured at fair value through profit or loss, including derivatives liabilities, are carried at fair value.

A gain or a loss resulting from financial assets or financial liabilities that are measured at fair value through profit or loss is shown in revenues or expenses. Profits or losses resulting from financial assets that are classified as available-for-sale are recognized directly in equity through the statement of changes in equity, except for impairment losses, and foreign exchange gains and losses. When financial assets are derecognized accumulated profits or losses which were previously included in equity, are recognized in the income statement. However, interest accrued using the effective interest method is recognized in the income statement. Dividends on available-for-sale equity investments are recognized in the profit and loss when the entity's right to receive payment is established.

The fair value of shares in companies other than subsidiaries and associates listed in an active market results from their current purchase price. If the market for specific financial assets is inactive (this also applies to not-listed securities), the Bank determines fair value using appropriate valuation techniques.

Derivative instruments

Derivative financial instruments are stated at their fair values on the trade date. Fair values are determined by reference to their prices in an active market, including prices in recent market transactions, or using valuation techniques, including discounted cash flow models and option pricing models, as appropriate. All derivative instruments with positive fair values are shown in the balance sheet as available-for-sale assets and all derivative instruments with negative fair values, as available-for-sale liabilities.

Embedded derivatives are accounted for as separate derivatives if the risks and economic characteristics of the embedded derivative are not closely related to the risks and characteristics of the host contract and the host contract is not measured at fair value in the profit and loss account.

Hedge accounting

The Bank does not apply hedge accounting.

Offsetting financial instruments

Financial assets and financial liabilities are offset and presented in the balance sheet on a net basis when there is a legally enforceable right to offset and their settlement is intended to take place on a net basis or to realize the asset and settle the liability simultaneously. Currently, the Bank does not offset and present its financial assets and liabilities on a net basis.

Cash pooling

The Bank offers its clients cash management services which consolidate balances within the structure of related accounts ("cash pooling"). Such transactions net the positive and negative balances of participants' current accounts on a designated account of the entity which manages the settlements. The consolidation of balances is executed at the end of the working day and at the beginning of the next working day the transaction is reversed. Cash pooling transactions do not meet the requirements of IAS 39 regarding derecognition of financial assets and liabilities from the balance sheet and thus are presented on a gross basis - accounts receivable are presented as loans and accounts payable as deposits.

Repurchase and resale agreements Repo / reverse repo transactions

The Bank enters into purchase and sale transactions under agreements to resell and repurchase the same financial assets, so called sell-buy-back and buy-sell-back respectively as well as repo and reverse repo transactions on securities.

Securities sold under repurchase agreements continue to be shown as the Bank's assets and the Bank discloses liabilities resulting from the repurchase clause. In the case of securities purchased under agreements to resell, securities are presented in the balance sheet as loans and advances. Any differences between sale/purchase prices and repurchase/resale prices are recognized respectively as interest income and expense using the effective interest rate method.

Impairment of assets measured at amortized cost

On a commitment basis, the Bank classifies assets measured at amortized cost into the portfolio of assets that are individually significant and the portfolio of assets that are not individually significant (portfolio basis). On the balance sheet date, the Bank assesses if there is objective evidence of impairment of a financial asset or a group of financial assets.

Objective evidence of impairment of a financial asset or group of financial assets includes the following events:

- significant financial difficulty of the issuer or obligor;
- a breach of contract, such as a default or delinquency in interest or principal payments
- the lender, for economic or legal reasons relating to the borrower's financial difficulty, granting to the borrower a concession that the lender would not otherwise consider;
- it becoming probable that the borrower will enter bankruptcy or other financial reorganization
- the disappearance of an active market for that financial asset because of financial difficulties; or
- observable data indicating that there is a measurable decrease in the estimated future cash flows from a group of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the group, including:
 - adverse changes in the payments status of borrowers in the group; or
 - national or local economic conditions that correlated with defaults on the assets in the group

The losses expected as a result of future events, no matter how likely, are not recognized.

Write-downs to a provision created to cover incurred but not recognized credit losses

The Bank creates a provision for incurred but not recognized credit losses ("INBR"). The INBR provision reflects the level of a credit loss in the period from the last individual assessment of receivables to the balance sheet date, which is assessed on the basis of historic losses on assets with similar risk characteristics as the risk characteristics of the asset group covered by the INBR provision calculation process. The INBR provision covers all receivables for which no evidence of impairment was found at the individual level or for which such evidence was found, but the individual assessment of possible impairment did not confirm the need to write them down. The INBR provision is calculated using statistical models for asset groups that are combined in portfolios having similar credit risk characteristics. In the presentation of the financial statements of the Bank, the provision for incurred but not recognized credit risk is deducted from credit exposures.

Write-downs for impairment of individually significant assets

The level of the provision for receivables that are deemed individually significant, for which evidence of impairment was detected, is calculated as the difference between the carrying value of an asset and the present value of the future cash flows from expected repayments by the borrower, from cash-settlement of collateral or from sales of receivables. The future cash flows are discounted to the present value with the effective interest rate for a given instrument.

If the present value of the estimated cash flows increases following an event occurring after impairment was identified, the write-down that was previously made will be reversed as appropriate through profit or loss.

Write-downs for impairment of not individually significant assets

The level of the provision for receivables that are deemed not individually significant, for which evidence of impairment was detected, is calculated on the basis of a portfolio assessment which is based on the history of losses incurred on assets with similar risk characteristics.

Provisions for receivables from the financial sector, non-financial sector and public sector, and write-downs for permanent impairment of securities and other assets adjust the value of particular asset categories of the balance sheet. Provisions for off-balance sheet commitments are shown in "Provisions" in the liabilities section of the balance sheet.

Non-recoverable loans (i.e. loans for which the Bank does not expect any future cash flows and that may be treated as tax deductible costs under separate tax regulations or that were unconditionally written-off under an agreement with the customer) are written-down against provisions. If a written-down amount is subsequently recovered, the amount of income is presented in "other operating income".

Impairment of financial assets available-for-sale

For financial assets classified as available-for-sale, for which there is objective evidence of impairment, accumulated losses recorded in equity as the difference between the purchase price less subsequent repayments and amortization and fair value (taking into account previous impairment write-downs) are transferred to the income statement. Losses on impairment of equity investments classified as available-for-sale are not subject to reversal through profit or loss. Losses on impairment of debt instruments classified as available-for-sale are reversed through the income statement if the fair value of a debt instrument increases in subsequent periods and such increase may be reasonably connected with an event that occurred after recognizing the loss.

Impairment of financial assets valued at cost.

The group of financial assets valued at cost in the financial statements of the Bank consists of shares and shares in entities other than subordinated entities classified as available-for-sale for which the fair value cannot be reasonably measured (for example the assets are not quoted) and equity investments in subordinated entities valued at purchase price in accordance with IAS 27 (Consolidated and separate Financial Statements). In case of objective evidence of impairment of equity investments the amount of impairment is measured as the difference between the carrying amount of the financial asset and the current value of the estimated future cash flows discounted at the current market rate for similar financial assets. Losses related to impairment of shares and shares in entities other than subordinated entities classified as available-for-sale where the fair value cannot be reliably measured are not reversed through the profit and loss account. When there are impairment losses of equity investments in subordinated entities valued at cost method in accordance with IAS 27, IAS 36 "Impairment of Assets" is applied.

Impairment of assets other than financial assets

The carrying amounts of the Bank's assets, excluding deferred tax assets, are reviewed at each balance sheet date to determine whether there is any evidence of impairment. If so, the asset's recoverable amount is estimated. For goodwill, revaluation write-downs for impairment are recognized if the book value of an asset or of its cash-generating unit exceeds the recoverable amount. Revaluation write-downs for impairment are measured through profit or loss.

In the case of a cash-generating unit, revaluation write-downs for impairment are first deducted from goodwill allocated to such cash-generating units (group of units) and, then reduce proportionally the carrying value of other assets in the unit (group of units). The value of goodwill and intangible assets with an indefinite useful life was tested for impairment as at January 1, 2004 (IFRS implementation date) and no evidence of impairment was identified.

Calculation of recoverable amount

The recoverable amount of other assets is the greater of their net selling price (fair value less costs to sell) and their value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value using the pre-tax discount rate that reflects current market assessments of the market towards the value of money and the specific risk of a given asset. For assets that do not generate independent cash flows the recoverable amount is determined for a cash-generating unit to which assets belong.

Reversal of impairment losses

Impairment loss in respect of goodwill is not reversed. In respect of assets, an impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Equity investments – shares in subordinated entities

Subordinated entities comprise subsidiaries and associates.

Subsidiaries

Subsidiaries are those enterprises controlled by the Bank. Control exists when the Bank has power, directly or indirectly, to govern the financial and operating policies to obtain financial benefits from its activities. Control is usually connected with the possession of a majority of votes on governing bodies.

The Bank uses the purchase method of accounting to account for the acquisition of subsidiaries. The cost of an acquisition is measured, as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Any identifiable purchased assets and assumed liabilities, including contingent liabilities, acquired in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. Any excess of the cost of acquisition over the fair value of the Bank's interest in the acquired identifiable net assets is recognized as goodwill. If the cost of acquisition is lower than the fair value of the net assets of the acquired subsidiary, the difference is recognized directly in the income statement.

Associates

Associates are those entities in which the Bank indirectly or directly has significant influence but not control, usually accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for by the cost method.

Subsidiaries and associates - recognition and measurement

Investments in subsidiaries and associates in the Bank's separate financial statements are accounted for using the cost method in accordance with IAS 27. The cost method is a method of accounting for an investment whereby the investment is recognized at cost. The Bank recognizes income from the investment only to the extent that the Bank receives distributions from accumulated profits of the investment arising after the date of acquisition. Distributions received in excess of such profits are regarded as a recovery of investment and are recognized as a reduction of the cost of the investment.

Investments: shares in other entities

Shares in entities other than subordinated entities are classified as financial assets available-for-sale.

Goodwill

In the financial statements of the Bank goodwill represents the difference between the cost of the acquisition and the fair value of the Bank's interest in identifiable assets and liabilities acquired. Goodwill is included in intangible assets. Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash-generating units and is not amortized, but is tested annually for impairment. In respect of associates, goodwill is included in the carrying amount of the investment in the associate. Profits or losses on the disposal of a subsidiary or an associate include the carrying value of goodwill allocated to the entity sold.

Goodwill resulting from takeovers that occurred before March 31, 2004, i.e. the effective date of IFRS 3 (Business Combinations), was calculated in accordance with the previous accounting policies, as the difference between the cost of acquisition of an entity and the net asset value of the acquired entity at the acquisition date. Business combinations that took place before March 31, 2004, have not been restated for the purposes of preparation of the IFRS opening balance sheet at January 1, 2004.

Property and equipment and intangible assets (excluding goodwill)

Items of property and equipment plant and intangible assets (excluding goodwill) are stated at historical cost less accumulated depreciation or amortization and impairment losses. The historical cost of an item of property and plant includes any directly attributable costs of purchasing and bringing the asset into use.

Subsequent expenditure relating to an item of property and equipment is added to the carrying amount of the asset or recognized as a separate asset (where appropriate) only when it is probable that future economic benefits will flow to the Bank and the cost of the asset can be measured reliably. Any other expenditure e.g. on repairs and maintenance is recognized as an expense when incurred.

Depreciation and amortization are calculated using the straight-line method over the expected useful life of an asset on the basis of rates that are approved in the depreciation and amortization plan for 2005.

Illustrative annual depreciation and amortization rates applied by the Bank are presented in the table below:

Buildings and structures	1.5 - 4.5 %
Motor vehicles	14.0 - 20.0 %
Computers	34.0 %
Office equipment	20.0 %
Other tangible fixed assets	7.0 - 20.0 %
Computer software and licenses (except the main operating system, which is depreciated at the rate of 20%)	34.0 %
Other intangible fixed assets	20.0 %

At each balance sheet date, the residual values of non-current assets and their useful lives are reviewed and the depreciation and amortization schedule is adjusted, where appropriate.

Assets with original cost less than PLN 3,500 are fully depreciated on a one-off basis when brought into use. The total cost of other tangible fixed assets depreciated on a one-off basis is not material to the financial statements.

Assets in the course of construction are stated at the total of costs directly attributable to construction, assembly or improvement in progress less impairment write-offs.

Property and equipment includes rights to perpetual usufruct of land obtained by the Bank.

Items of property and equipment are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The carrying amount of an item of property and equipment or intangible asset is written down to its recoverable amount if the carrying amount exceeds the recoverable amount. The recoverable amount of an item of property and equipment is the higher of its fair value less costs to sell and value in use.

Investment properties

Properties classified by the Bank as investment properties are presented in the financial statements as part of property and equipment. The Bank applies the fair value model to their valuation. The valuation of investment properties is based on the research of independent experts with appropriate professional qualifications. The changes in value of investment properties are recognized in the profit and loss account. The changes in value of investment properties are recognized in the profit and loss account.

Employee benefits

Short-term employee benefits

The Bank's short-term employee benefits include wages, bonuses, holiday pay, sick pay and social security contributions. Depending on their individual compensation category, employees may receive an award from the incentive fund, a bonus under the bonus scheme applicable in a given area or a discretionary annual bonus under the internal employee compensation regulations. Bonuses and awards are granted after completion of the period for which the employee's performance is evaluated.

Short-term employee benefits are recognized as an expense in the period when they were incurred.

Share-based payments

The Bank's employees are entitled to participate in Citigroup equity compensation plans. In accordance with these plans the Bank's employees may receive awards under stock option programs based on stock options granted on Citigroup common stock and also under stock award programs based on shares of Citigroup common stock in the form of deferred stock. In accordance with IFRS 2 (Share-based payment) these programs are deemed to be cash-settled programs. A provision is created for future payments and is shown in "Other liabilities" and in "General administrative expenses" in the profit and loss account. The costs of the program are determined on the basis of a valuation model. According to IFRS 2, the fair value is measured at grant date and, subsequently, at each reporting date until the final settlement. Total expenses recorded in a given period are based on the fair value of the options or deferred shares at the reporting date and the part of the rights that were deemed acquired in that period.

Long-term employee benefits

Under its compensation scheme, the Bank guarantees its employees retirement benefits, which depend on the length of service with the Bank directly prior to the acquisition of the title to such benefits. Employees who are hired under a contract of employment in accordance with the Company Collective Labor Agreement have the right to an additional award for a fixed length of service. For employees who were hired before March 1, 2001, the base of the award includes periods of employment that were included pursuant to the principles of the Company Collective Labor Agreement in force from January 1, 1997. A provision is created for future payments. The provision is shown in "Other liabilities." and in "General administrative expenses" in the profit and loss account. Provisions for the future costs of retirement benefits and long-service awards are calculated on the basis of actuarial assumptions. The actuarial measurement is subject to periodic revaluations.

Defined contribution plans

The Bank enables its employees to join a pension plan, which is described in detail in Note 41. The Bank pays contributions for employees who participate in the plan into a separate fund and has no subsequent obligation to pay further contributions, hence this is a defined contribution plan in accordance with IAS 19 (Employee Benefits). Contributions are recognized as an expense in related period.

Provisions

A provision is recognized in the balance sheet when the Bank has a present legal or constructive obligation as a result of a past event, and if it is probable that the discharge of this obligation will result in an outflow of economic benefits, and the provision amount can be reliably estimated.

Restructuring provision

A restructuring provision is recorded when the following conditions have been met: (i) the Bank has a detailed and formalized restructuring plan; (ii) the restructuring has already begun or has been publicly announced; (iii) the provision amount can be reliably estimated. The restructuring provision does not include future operating expenses.

Equity

Equity (Tier 1 + Tier 2 capital) is stated at nominal value, with the exception of the revaluation reserve of available-for-sale financial assets that is stated after the effect of deferred income tax.

Dividends are recognized as liabilities on the date at which the General Meeting of the Bank has approved the appropriation of earnings.

Calculating net income

Net income is calculated in compliance with the concept of prudence, accrual accounting and the matching concept. Net income reflects all income and relevant expenses set off against income within a particular reporting period, irrespective of the day on which these are received or paid.

Accruals and prepayments

The Bank records accruals and prepayments of expenses, primarily in relation to the Bank's overhead expenses, in reporting periods to which they relate.

Interest income and interest expenses

For all financial instruments, interest income and interest expense is recognized through the profit or loss account using the effective interest method.

The effective interest method calculates the amortized cost of a financial asset or a financial liability and allocates interest income or interest expense to appropriate periods. The effective interest rate is a rate that precisely discounts the estimated future inflows or payments in the expected period until the maturity of the financial instrument to the carrying value of a financial asset or a financial liability. When calculating the effective interest rate, the Bank takes into account all the terms and conditions of a financial instrument agreement (e.g. prepayments, call options, etc.), but excludes potential future losses in connection with non-recoverable loans. The calculation covers all the commissions payable to and receivable from the parties to the agreement, integral components of the effective interest rate, transaction costs and any other premiums and discounts. As a result, commissions that are an integral part of the effective interest rate are recognized as components of interest income.

Beginning at 1 January 2005, the Bank implemented the effective interest method. Previously, banking commissions and fees, except one-off transactions, were amortized in the income statement using the straight-line method.

In the case of financial assets or groups of similar financial assets for which impairment losses were recognized, interest income is measured using the interest rate that was used to discount the future cash flows to estimate such impairment losses.

Fee and commission income and expenses

Commission and fee income is generated when the Bank renders financial services to its customers. The Bank classifies its commission into the following categories:

- commissions that are an integral part of the effective interest rate;
- commissions for services rendered;
- commissions for executing significant transactions,

Commissions that are an integral part of the effective interest rate are recognized in the income statement adjusted by the calculation of the effective interest rate and are shown in interest income.

Commissions for services rendered and for executing significant transactions are recognized in the income statement, in proportion to the completion of the services rendered, or a single amount after completing the rendering of a service, respectively and are shown in commission income.

In the case of loans and borrowings with undetermined installment payment dates, e.g. overdrafts or credit cards, commissions and fees are recognized using the straight-line method until the expiry date of a credit limit. Such commissions and fees are recognized as commission income.

Other operating income and expenses

Other operating income and expenses comprise income and expenses that are not directly related to banking activities. They include proceeds from and costs of selling or disposing of property, plant and equipment and assets held for disposal, income from processing data for related companies, compensation, penalties and fines.

Income tax

Income tax consists of current tax and deferred tax. Income tax is recognized in the income statement, except for taxes related to amounts that are allocated directly to equity.

A deferred tax provision is calculated using the carrying value method by computing temporary differences between the carrying value of assets and liabilities, in the balance sheet, and the tax base of assets and liabilities. In the balance sheet, the Bank discloses deferred tax assets net of deferred tax provisions.

A deferred tax asset is recognized only to the extent that it is probable that a tax benefit will be realized in the future.

Following the introduction of the EU Guarantee Fund Act of 16 April 2004 (Journal of Laws No. 121 item 1262) and the related new Art. 38a in the Corporate Income Tax Act, the Bank has recognized a receivable from the Budget in respect of its right to reduce its taxation liabilities in the years 2007 to 2009.

Segment reporting

A segment is a separate area of the Bank's operations that either distributes goods or renders services in a specific sector environment (business segment) or distributes goods or renders services in a specific economic environment (geographical segment). A segment is exposed to certain risks and derives benefits that are specific only for that segment. The business segment has been adopted as the reporting segment in the Bank since both risks and rates of return result from differences between products. The Bank is managed at the level of three main business segments - Corporate and Investment Bank, Consumer Bank and Citifinancial. Detailed information about the segments is presented in Note 3. Assets and liabilities, revenues and financial results of particular segments are measured in accordance with the accounting policies and standards adopted by the Bank.

Non-current assets held-for-sale

Assets or groups of assets together with liabilities directly associated with those assets shall be classified as non-current assets held-for-sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. For this to be the case, the assets or group of assets must be available for immediate sale in their present condition and the sale is highly probable, which means that there is a commitment to a plan to sell the assets and an active program to locate a buyer and complete the plan must have been initiated. Further, the assets or group of assets must be actively marketed for the sale at a price that is reasonable in relation to its current fair value. In addition, the sale should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets held-for-sale are measured at the lower of their carrying amount and fair value less costs to sell and are not subject to depreciation.

Accounting estimates and judgments

Determination of the carrying values of selected assets and liabilities at the balance sheet date requires estimating the effect of uncertain future events on these items. The estimates and assumptions are subject to continuous evaluation and are based on historical experience and other factors, including expectations of future events, which seem justified in a given situation. The most crucial estimates applied in the preparation of the financial statements are presented below:

Fair value of derivatives

The fair value of financial instruments not quoted on active markets is determined using valuation techniques. If valuation techniques are used to determine the fair values, these methods are periodically assessed and verified. All the models are approved before application. As far as possible, only observable data are used in the models, although in some areas, the entity's management must use estimates. Changes in the assumptions relating to the estimated factors may affect the fair values of financial instruments disclosed.

The Bank applies the following methods of measurement of particular types of derivative instruments:

- fx forwards – discounted cash flows model;
- options - Garman-Kohlhagen model;
- interest rate transactions – discounted cash flows model;
- futures – current quotations.

Impairment of loans

Due to implementing IFRS from 1 January 2005 the Bank has changed the method of estimating impairment of financial assets. The provisions of the Decree of the Finance Minister of 10 December 2003 on the principles for setting up general banking risk provisions (*Journal of Laws* No. 218, item 2147) have been superseded by the requirements of IAS 39.

At each balance sheet date, the Bank assesses whether there is objective evidence of impairment of loan exposures. If so, the Bank records a write-down equal to the difference between the carrying value and the estimated present value of the future cash flows from a given loan exposure. The Bank applies statistical analysis of financial assets in respect of which evidence of impairment has not been identified individually, or in spite of finding the evidence of impairment, the individual assessment of the given asset has not indicated the necessity of recording an impairment write-down.

The Bank uses estimates to determine whether there is objective evidence of impairment and calculate the present value of future cash flows. The methodology and assumptions used to determine the impairment level of loans are regularly reviewed and updated, as required.

Impairment of available-for-sale assets

In the case of objective evidence of impairment of financial assets classified as available-for-sale assets, cumulative losses that were previously recognized in equity are recognized in the profit and loss account, except financial assets that were not excluded from the balance sheet. The amount of cumulative losses that was removed from equity and recognized in the profit and loss account represents the difference between the acquisition cost (net of any principal payments and amortization) and current fair value (less impairment of this asset previously recognized in profit and loss account).

Impairment of financial assets valued at cost

In the case of objective evidence of impairment of equity instruments that are not valued at fair value because the fair value cannot be reliably measured or in the case of a derivative that must be settled by delivery of such an instrument the amount of impairment loss is measured by the difference between the carrying amount of financial assets and present value of future cash flows discounted at the present market rate for similar financial assets.

Impairment of goodwill

On applying IFRS, the Bank has replaced amortization of goodwill with the annual impairment test. In line with the provisions of IFRS 1 regulating the principles of adopting IFRS for the first time, the Bank carried out impairment tests of goodwill that arose on the business combination between Bank Handlowy w Warszawie and Citibank (Polska) S.A. The estimate of goodwill has been performed on the basis of the provisions of IAS 36 concerning determination of the value in use of cash generating units. The tests carried out as at 1 January 2004 (the start of the earliest period for which the Bank presents IFRS comparative figures) and as at 1 January 2005 and as at 31 December 2005 did not show any impairment.

Employee benefits

Provisions for future payments in respect of employee benefits guaranteed by the Company Collective Labor Agreement are subject to periodic estimation by an independent actuary.

At each balance sheet date, the Bank estimates the level of the provision related to bonuses granted to employees in the form of Citigroup stock option programs and stock award programs. The amount of the provision is determined on the basis of the methodology described in IFRS 2, using an option pricing model. Determination of the provision amount requires application of estimates relating to the expected level of employee turnover, the expected level of dividends paid by Citigroup and expected option exercise dates.

3. Segment reporting

The Bank's operating activities have been divided into three business segments:

Corporate and Investment Bank

- Within the Corporate and Investment Bank segment the Bank offers products and renders services to business entities, self-government units and the public sector. Apart from traditional banking services covering lending and deposit activities, the segment provides services in the areas of cash management, trade financing, leases, brokerage and custody services in respect of securities, offers treasury products on financial and commodity markets. In addition, the segment offers a wide range of investment banking services on the local and international capital markets, including advisory services, obtaining and underwriting financing via public and non-public issue of financial instruments. The segment activities also comprise proprietary transactions in the capital, debt and derivative instruments market. The Corporate and Investment Bank products and services are available through the distribution channels tailored to client needs, both through the branch network, direct contact with customers and modern and effective remote channels – services through the telephone and electronic banking.

Consumer Bank

- Within the Consumer Bank segment the Bank provides products and financial services to individuals and also to micro enterprises and individual entrepreneurs through the Citibusiness offer. Apart from maintaining bank accounts and providing an extensive lending and deposit offer, the Bank offers credit cards to customers, provides asset management services, and acts as agent in the sale of investment and insurance products. Customers of the Consumer Bank have the branch network, ATMs, telephone services, and electronic banking services at their disposal and a network of financial agents offering products of this segment.

Citifinancial

- Within the Citifinancial segment the Bank offers cash loans and consolidated loans to customers. The segment products are offered via the dynamically developing network of small outlets conveniently located next to housing estates and shopping centers as well as financial agents.

The valuation of segment assets and liabilities, income and segment results are based on the Group's accounting policies as described in note 2 – significant accounting policies.

Transactions between individual segments of the Bank are concluded on an arm's length basis.

The Bank conducts its operations solely in the territory of Poland and no significant differences in risk were identified as regards the geographical location of its outlets. Therefore results of the Bank have not been presented by geographical area.

Income statement by business segment for 2005

<i>In thousands of PLN</i>	Corporate and Investment Bank	Consumer Bank	Citifinancial	Total
Net interest income	422,705	450,819	112,624	986,148
Net fee and commission income	268,025	235,586	8,355	511,966
Dividend income	21,094	-	-	21,094
Net income on financial instruments valued at fair value through profit and loss account	115,997	5,001	-	120,998
Net gain on investment (deposit) securities	137,385	-	-	137,385
Net profit on foreign exchange	305,786	37,105	-	342,891
Other operating income	73,488	1,243	14	74,745
General administrative expenses	(669,295)	(583,123)	(96,655)	(1,349,073)
Depreciation expense	(99,250)	(38,808)	(1,254)	(139,312)
Profit/ (loss) on sale of tangible fixed assets	7,740	(1,151)	-	6,589
Net impairment losses	77,001	(20,672)	(21,115)	35,214
Profit before tax	660,676	86,000	1,969	748,645
Income tax expenses				(159,400)
Net profit				589,245

Assets and liabilities of the Bank by business segment as at 31 December 2005

<i>In thousands of PLN</i>	Corporate and Investment Bank	Consumer Bank	Citifinancial	Total
Assets including:	29,669,250	2,368,597	631,578	32,669,425
<i>Non-current assets held-for-sale</i>	62,492	9,856	-	72,348
Liabilities including:	26,640,207	5,910,094	119,124	32,669,425
<i>Liabilities related to non-current assets held-for-sale</i>	-	4,370	-	4,370

Income statement by business segment for 2004

<i>In thousands of PLN</i>	Corporate and Investment Bank	Consumer Bank	Citifinancial	Total
Net interest income	462,365	422,481	47,581	932,427
Net fee and commission income	268,816	220,129	2,661	491,606
Dividend income	13,241	-	-	13,241
Net income on financial instruments valued at fair value through profit and loss account	40,710	3,072	-	43,782
Net gain on investment (deposit) securities	36,596	-	-	36,596
Net profit on foreign exchange	321,987	38,365	-	360,352
Other operating income	86,469	422	-	86,891
General administrative expenses	(732,695)	(482,285)	(50,477)	(1,265,457)
Depreciation expense	(106,067)	(35,266)	(846)	(142,179)
Profit/ (loss) on sale of tangible fixed assets	4,398	(184)	-	4,214
Net impairment losses	5,257	280	(3,766)	1,771
Profit before tax	401,077	167,014	(4,847)	563,244
Income tax expenses				(114,722)
Net profit				448,522

Assets and liabilities of the Bank by business segment as at 31 December 2004

<i>In thousands of PLN</i>	Corporate and Investment Bank	Consumer Bank	Citifinancial	Total
Assets	31,441,968	2,030,255	336,908	33,809,131
Liabilities	27,372,676	6,383,743	52,712	33,809,131

4. Net interest income

<i>In thousands of PLN</i>	2005	2004
<i>Interest and similar income from:</i>		
Central Bank	14,704	6,048
Placements in banks	282,657	169,387
Loans and advances, of which:	979,576	1,034,527
<i>financial sector</i>	41,432	40,869
<i>non-financial sector</i>	938,144	993,658
Debt securities available-for-sale	268,354	327,029
Debt securities held for trading	96,073	149,328
	1,641,364	1,686,319
<i>Interest expense and similar charges for:</i>		
Central Bank	(45)	(166)
Deposits from banks	(83,444)	(128,337)
Deposits from financial sector (excl. banks)	(92,873)	(68,387)
Deposits from non-financial sector	(462,377)	(526,405)
Loans and advances received	(16,477)	(30,597)
	(655,216)	(753,892)
	986,148	932,427

Net interest income for 2005 includes interest received on impaired loans, of PLN 40 907 thousand.

5. Net fee and commission income

<i>In thousands of PLN</i>	2005	2004
<i>Fee and commission income:</i>		
Insurance and investment products (agency)	147,058	107,695
Payment services	126,009	152,286
Payment and credit cards	88,145	104,953
Custody services	80,886	55,171
Cash management	46,928	53,831
Off-balance sheet guarantee liabilities	20,008	27,236
Off-balance sheet financial liabilities	11,629	15,305
Other	66,995	40,519
	587,658	556,996
<i>Fee and commission expense:</i>		
Insurance and investment products	(52,274)	(42,856)
Payment and credit cards	(7,469)	(7,936)
Fees paid KDPW	(5,895)	(4,883)
Brokers fees	(3,036)	(1,854)
Other	(7,018)	(7,861)
	(75,692)	(65,390)
	511,966	491,606

6. Dividend income

Dividend income for 2005 is related to equity investments amounting to PLN 21,094 thousand (2004: PLN 13,241 thousand)

7. Net income on financial instruments valued at fair value through profit and loss account

<i>In thousands of PLN</i>	2005	2004
<i>Net income on financial instruments valued at fair value through profit and loss account from:</i>		
Debt instruments	68,148	51,723
Derivative instruments including:	52,850	(7,941)
Interest rate	41,916	(15,185)
Equity	4,999	3,072
Commodity	5,935	4,172
	120,998	43,782

Net income from debt instruments includes the net results on trading in government securities, corporate debt securities and money market instruments.

Income from derivative instruments includes net income on interest rate swaps, options, futures and other derivatives.

8. Net gain on investment (deposit) securities

<i>In thousands of PLN</i>	2005	2004
<i>Profits realized on available-for-sale securities:</i>		
Debt instruments	133,203	69,503
Equity instruments	15,544	342
	148,747	69,845
<i>Losses realized on available-for-sale securities:</i>		
Debt instruments	(11,362)	(31,476)
Equity investments	-	(1,773)
	(11,362)	(33,249)
	137,385	36,596

9. Net profit on foreign exchange

<i>In thousands of PLN</i>	2005	2004
<i>Net profit on foreign exchange</i>		
Revaluation	235,739	(424,132)
Net profit on foreign currency derivatives	107,152	784,484
	342,891	360,352

Net profit on foreign exchange includes profit and losses on revaluation of assets and liabilities denominated in foreign currency and foreign currency derivatives such as forward, swap and option contracts.

10. Net other operating income

<i>In thousands of PLN</i>	2005	2004
Other operating income		
Data processing for related parties	59,466	44,966
Investment property	19,149	6,710
Vindication receivables	8,075	31,277
Settlement of perpetual usufruct right to land	6,657	7,261
Other income from related entities	4,652	6,965
Other	28,742	31,649
	126,741	128,828
Other operating expenses		
Investment property	(19,963)	(9,781)
Vindication expenses	(6,292)	(5,710)
Other	(25,741)	(26,446)
	(51,996)	(41,937)
	74,745	86,891

11. General administrative expenses

<i>In thousands of PLN</i>	2005	2004
Staff expenses:		
Wages and salaries	(511,695)	(458,470)
Social security contributions and other benefits	(88,756)	(79,551)
Retirement benefits	(33,616)	(13,984)
Provision for restructuring	(20,138)	(33,048)
Payments related to own equity instruments	(5,806)	(8,474)
	(660,011)	(593,527)
Administrative expenses		
Telecommunication	(191,253)	(189,907)
Service expenses	(148,643)	(132,102)
Building maintenance and rent	(109,251)	(118,394)
Advisory, audit and consulting services	(51,300)	(46,533)
Marketing	(45,151)	(32,428)
Postal services	(18,945)	(18,622)
IT expenses	(15,055)	(11,473)
Training and education	(11,020)	(10,694)
Other	(98,444)	(111,777)
	(689,062)	(671,930)
	(1,349,073)	(1,265,457)

General administrative expenses in 2005 include wages and salaries paid and payable to present and previous members of the Management Board that amounted to PLN 11,449 thousand (in 2004: PLN 16,989 thousands).

12. Depreciation expense

<i>In thousands of PLN</i>	2005	2004
Property and equipment	(106,026)	(119,743)
Intangible assets	(33,286)	(22,436)
	(139,312)	(142,179)

13. Profit / (loss) on sale of tangible fixed assets

<i>In thousands of PLN</i>	2005	2004
Profits on:		
Tangible fixed assets	1,816	1,798
Investments in subordinated entities	7,264	7,542
	9,080	9,340
Losses on:		
Tangible fixed assets	(2,319)	(4,096)
Investments in subordinated entities	(172)	(1,030)
	(2,491)	(5,126)
	6,589	4,214

14. Net impairment losses**Net impairment write-downs of financial assets**

<i>In thousands of PLN</i>	2005	2004
Impairment write-downs:		
Equity investments	(9,712)	(7,767)
Loans and receivables valued at amortized cost (including finance leases)	(716,228)	(901,817)
Other	(45,365)	(2,785)
	(771,305)	(912,369)
Reversals of impairment write-downs:		
Equity investments	20,931	22,484
Loans and receivables valued at amortized cost (including finance leases)	771,583	641,179
Other	6,527	8,809
	799,041	672,472
	27,736	(239,897)
Net (charges to) / releases of provisions for off-balance liabilities		
Charges to provisions for off-balance sheet commitments	(42,169)	(186,007)
Releases of provisions for off-balance sheet commitments	49,647	291,675
Release of provisions for general risk	-	136,000
	7,478	241,668
	35,214	1,771
Net impairment losses	35,214	1,771

15. Income tax expense**Recognized in the income statement**

<i>In thousands of PLN</i>	2005	2004
Current tax		
Current year	(207,196)	(138,040)
Adjustments for prior years	(2,252)	(1,557)
	(209,448)	(139,597)
Deferred tax		
Origination and reversal of temporary differences	53,282	6,940
IFRS adjustments	-	8,946
Movement in receivables arising from tax deductions	(3,234)	8,989
	50,048	24,875
Total income tax expense in income statement	(159,400)	(114,722)

Reconciliation of effective tax rate

<i>In thousands of PLN</i>	2005	2004
Profit before tax	748,645	563,244
Income tax at the domestic corporation tax rate at 19%	(142,242)	(107,016)
Non-deductible expenses	(18,917)	(26,612)
Deductible income not in income statement	(28,667)	(21,925)
Non taxable income	43,643	27,713
Other	(13,217)	13,118
Total tax expenses	(159,400)	(114,722)
Effective tax rate	21%	20%

Deferred tax recognised directly in equity as at 31 December 2005 is related to debt instruments available-for-sale and amounted to PLN 15,142 thousands (31 December 2004: PLN 2,198 thousands).

16. Earnings per share

As at 31 December 2005 earnings per share amounted to PLN 4.51 (31 December 2004: PLN 3.43). The calculation of earnings per share at 31 December 2005 was based on profit attributable to ordinary shareholders of PLN 589,245 thousand (31 December 2004: PLN 448,522 thousand) and a weighted average number of ordinary shares outstanding during the year ended 31 December 2005 of 130,659,600 (31 December 2004: 130,659,600).

The Bank does not have any ordinary shares that may have a dilution impact.

17. Cash and balances with the Central Bank

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
Cash at hand	299,817	310,650
Current balances with central bank	622,832	530,464
	922,649	841,114

On the current account in the National Bank of Poland (NBP), the Bank maintains an obligatory reserve with the declared balance as at 31 December 2005 of PLN 670,717 thousand (31 December 2004: PLN 738,313 thousand). The Bank may use the obligatory reserve provided that the sum of the average monthly balance on the current account in NBP is not lower than the declared balance.

18. Financial assets and liabilities held for trading

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
<i>Financial assets held for trading</i>		
Debt securities		
Bonds and notes issued by:		
Banks	16,780	152,207
Financial sector	35,604	57,661
Non-financial sector	30,553	133,254
Government	2,203,519	860,197
Other debt securities issued by:		
Banks	13,356	8,520
	2,299,812	1,211,839
<i>Including:</i>		
Listed	2,203,519	841,458
Unlisted	96,293	370,381
	3,578,812	4,105,123
Derivative financial instruments	5,878,624	5,316,962
	31.12.2005	31.12.2004
<i>Debt securities held for trading (maturity)</i>		
<i>In thousands of PLN</i>		
up to 1 month	35,015	85,894
1 month- 3 months	56,290	256,202
3 months- 1 year	369,845	50,291
1 year- 5 years	1,352,523	574,789
over 5 years	486,139	244,663
	2,299,812	1,211,839
<i>Financial liabilities held for trading</i>		
Short positions in financial assets	-	268,117
Derivative financial instruments	3,420,219	3,926,173
	3,420,219	4,194,290

As at 31 December 2005 the Bank did not hold any financial assets and financial liabilities initially designated for valuation at fair value through the profit and loss account.

Derivative financial instruments as at 31 December 2005

In thousands of PLN

	Notional amount with remaining life of				Total	Fair values	
	less than three months	between three months and one year	between one year to five years	more than five years		Assets	Liabilities
Interest rate instruments	12,955,830	102,770,765	94,019,220	27,242,675	236,988,490	3,136,905	2,899,561
FRA-purchase	-	37,252,000	3,150,000	-	40,402,000	9,317	15,785
FRA-sale	-	36,877,000	3,400,000	-	40,277,000	15,974	7,958
Interest rate swaps (IRS)	12,683,333	27,375,552	84,879,507	21,966,838	146,905,230	2,797,493	2,681,343
Currency- interest rate swaps (CIRS)	-	798,420	2,527,677	3,775,837	7,101,934	301,840	182,775
Interest rate options purchased	-	133,009	-	750,000	883,009	11,672	-
Interest rate options sold	-	133,009	-	750,000	883,009	-	11,672
Future contracts-purchase*	192,177	-	-	-	192,177	572	-
Future contracts-sale*	80,320	201,775	62,036	-	344,131	37	28
Currency instruments	21,013,882	15,999,287	1,308,327	735,277	39,056,773	408,803	486,318
FX forward	3,369,894	1,609,689	193,603	364,546	5,537,732	75,012	113,074
FX swap	10,920,131	9,062,758	213,271	-	20,196,160	179,433	220,896
Foreign exchange options purchased	3,315,321	2,643,339	431,753	176,397	6,566,810	154,019	165
Foreign exchange options sold	3,408,536	2,683,501	469,700	194,334	6,756,071	339	152,183
Securities transactions	302,152	48,232	38,506	-	388,890	7,368	8,604
Share options (purchase)	21,216	24,116	19,253	-	64,585	6,638	302
Share options (sale)	21,216	24,116	19,253	-	64,585	302	6,638
Securities purchased pending delivery	95,278	-	-	-	95,278	100	1,664
Securities sold pending delivery	164,442	-	-	-	164,442	328	-
Commodity transactions	143,226	133,530	-	-	276,756	25,736	25,736
Swaps	134,210	133,530	-	-	267,740	25,467	25,467
Purchase options	4,508	-	-	-	4,508	269	-
Sold options	4,508	-	-	-	4,508	-	269
Derivative instruments total	34,415,090	118,951,814	95,366,053	27,977,952	276,710,909	3,578,812	3,420,219

*Exchange-traded products

Derivative financial instruments as at 31 December 2004*In thousands of PLN*

	Notional amount with remaining life of				Total	Fair values	
	less than three months	between three months and one year	between one year to five years	more than five years		Assets	Liabilities
<i>Interest rate instruments</i>	22,540,238	46,369,663	64,826,626	14,597,615	148,334,142	2,433,878	2,334,421
FRA-purchase	7,094,000	8,156,340	-	-	15,250,340	120	25,515
FRA-sale	8,294,000	8,924,760	-	-	17,218,760	27,650	52
Interest rate swaps	4,397,389	26,267,043	62,818,910	12,806,866	106,290,208	2,146,657	2,060,566
Currency- interest rate swaps	449,882	1,588,138	1,704,716	290,749	4,033,485	236,823	225,029
Interest rate options purchased	866,000	300,000	151,500	750,000	2,067,500	21,816	613
Interest rate options sold	866,000	300,000	151,500	750,000	2,067,500	723	21,933
Future contracts-purchase*	553,701	833,382	-	-	1,387,083	89	630
Future contracts-sale*	19,266	-	-	-	19,266	-	83
<i>Currency instruments</i>	19,672,277	18,668,194	4,080,356	-	42,420,827	1,651,938	1,572,406
FX forward	1,108,717	2,085,222	866,760	-	4,060,699	149,200	226,650
FX swap	14,755,420	11,540,330	2,642,009	-	28,937,759	1,357,289	1,202,106
Foreign exchange options purchased	1,845,459	2,492,827	280,020	-	4,618,306	127,208	11,144
Foreign exchange options sold	1,962,681	2,549,815	291,567	-	4,804,063	18,241	132,506
<i>Securities transactions</i>	713,912	137,146	82,660	-	933,718	16,090	16,129
Share options (purchase)	67,100	68,573	41,330	-	177,003	11,133	3,921
Share options (sale)	67,100	68,573	41,330	-	177,003	3,921	11,133
Securities purchased pending delivery	238,033	-	-	-	238,033	323	887
Securities sold pending delivery	341,679	-	-	-	341,679	713	188
<i>Other (commodity swap)</i>	237,679	-	-	-	237,679	3,217	3,217
<i>Derivative instruments subtotal</i>	43,164,106	65,175,003	68,989,642	14,597,615	191,926,366	4,105,123	3,926,173

*Exchange-traded products

Foreign currency contracts

The table below summarises, by major currency, the contractual amounts of forward, swap and options contracts, with details of the contracted exchange rates and remaining periods to maturity. Foreign currency amounts are translated at rates ruling at the balance sheet date.

<i>In thousands of PLN</i>	Weighted average contracted exchange rates		Notional amount	
	31.12.2005	31.12.2004	31.12.2005	31.12.2004
Buy Euro				
Less than three months	4.0768	4.3664	4,350,125	3,529,141
Between three months and one year	4.0880	4.3925	2,627,891	3,416,974
More than one year	4.3273	4.5377	493,482	418,912
Sell Euro				
Less than three months	4.0637	4.3703	3,672,993	3,306,978
Between three months and one year	4.1038	4.3463	2,694,794	3,270,292
More than one year	4.3375	4.4525	524,938	371,416
Buy US Dollars				
Less than three months	3.2968	3.2323	5,320,548	7,547,547
Between three months and one year	3.2722	3.5377	5,351,800	4,251,151
More than one year	3.1301	4.2113	996,433	16,836
Sell US Dollars				
Less than three months	3.2533	3.2086	7,847,620	11,013,161
Between three months and one year	3.2720	3.5062	5,033,878	4,211,646
More than one year	3.1082	3.9730	733,304	5,981
Buy Switzerland Franc				
Less than three months	2.4832	2.6413	274,541	274,324
	2.5400	-	1,767	-
Sell Switzerland Franc				
Less than three months				
Between three months and one year	2.4832	2.6381	528,229	525,638
	2.5260	-	5,733	-
Buy Pound Sterling				
Less than three months				
Between three months and one year	5.7524	5.7935	106,041	9,026
	5.9784	-	217,550	-
Sell Pound Sterling				
Less than three months				
Between three months and one year	5.8467	5.9357	63,744	2,408
	6.0066	-	206,299	-

19. Debt securities available-for-sale

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
Bonds and notes issued by:		
Central bank	2,258,159	384,287
Government	4,912,998	5,706,907
	7,171,157	6,091,194
<i>Including:</i>		
Listed instruments	4,872,996	5,421,877
Unlisted instruments	2,298,161	669,317

Debt securities available-for-sale (maturity)

<i>In thousands of PLN</i>		
<i>up to 1 month</i>	1,886,194	-
<i>1 month- 3 months</i>	14,847	-
<i>3 months- 1 year</i>	327,668	544,574
<i>1 year- 5 years</i>	1,882,493	5,162,333
<i>over 5 years</i>	3,059,955	384,287
	7,171,157	6,091,194

The total amount of debt securities available-for-sale includes bonds of the National Bank of Poland with a nominal value of PLN 366,665 thousand, purchased on 28 February 2002, in connection with the reduction of the rates of mandatory reserves maintained by banks in NBP. These bonds include bearer bonds bearing interest calculated according to the interest rate established on the basis of the profitability of 52-week T-bills.

The movement in debt securities available-for-sale is as follows:

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
As at 1 January	6,091,194	2,723,471
Increases (in respect of)		
Purchases	68,190,468	33,682,443
FX differences	4,806	-
Amortisation of discount, premium and interest	84,066	144,970
Decreases (in respect of)		
Purchases	(67,043,561)	(30,000,851)
Revaluation	(122,475)	(3,292)
FX differences	-	(430,154)
Amortisation of discount, premium and interest	(33,341)	(25,393)
As at 31 December	7,171,157	6,091,194

20. Equity investments

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
Stocks and shares in subordinated entities	343,019	404,316
Stocks and shares in associated entities	-	93,590
Stocks and shares in other entities	52,814	70,437
Impairment	(111,529)	(235,832)
	284,304	332,511
<i>Including:</i>		
<i>Listed instruments</i>	-	344
<i>Unlisted instruments</i>	284,304	332,167

The movement in equity investments is as follows:

<i>In thousands of PLN</i>	Subordinated entities	Associated entities	Other entities	Total
As at 1 January 2004	338,218	17,711	23,633	379,562
Effects of transition to IFRS	(48,319)	(7,371)	-	(55,690)
As at 1 January 2004	289,899	10,340	23,633	323,872
Increases (in respect of)				
Purchases	-	-	476	476
Revaluation	18,299	1,500	2,685	22,484
Transfer of minority shares	-	-	4,715	4,715
Decreases (in respect of)				
Purchases	-	(2,785)	(3,761)	(6,546)
Revaluation	(7,767)	-	-	(7,767)
FX differences	(8)	-	-	(8)
Reclassification to minority shares	-	(4,715)	-	(4,715)
As at 31 December 2004	300,423	4,340	27,748	332,511

<i>In thousands of PLN</i>	Subordinated entities	Associated entities	Other entities	Total
As at 1 January 2005	300,423	4,340	27,748	332,511
Increases (in respect of)				
Revaluation	20,931	-	-	20,931
Conversion of debt in shares	-	-	5,000	5,000
Decreases (in respect of)				
Purchases	(4,247)	(1,588)	(8,835)	(14,670)
Revaluation	(6,404)	-	(3,308)	(9,712)
FX differences	(4)	-	-	(4)
Reclassified as "Fixed assets available-for-sale" (see Note 28)	(47,000)	(2,752)	-	(49,752)
As at 31 December 2005	263,699	-	20,605	284,304

Financial information on subordinated entities
31.12.2005

In thousands of PLN

Name of subordinate	Location	Activity	Capital relationship	Share in equity [%]	Book value of investment	Assets	Liabilities	Equity	Revenues	Profit/(loss)
CITILEASING Sp. z o.o.	Warsaw	Leasing	Subsidiary undertaking	97.47	120,000	173,372	3,713	169,659	9,928	4,406
DOM MAKLERSKI BANKU HANDLOWEGO S.A.	Warsaw	Brokerage	Subsidiary undertaking	100.00	70,950	652,732	544,672	108,060	99,847	31,594
BANK ROZWOJU CUKROWNICTWA S.A.	Poznań	Banking	Subsidiary undertaking	100.00	40,255	41,699	833	40,816	4,126	1,947
HANDLOWY- INVESTMENTS S.A.	Luxembourg	Investment activity	Subsidiary undertaking	100.00	-	88,711	160,627	(71,916)	13,374	(4,058)
TOWARZYSTWO FUNDUSZY INWESTYCYJNYCH BH S.A.*	Warsaw	Investment activity	Subsidiary undertaking	100.00	42,000	36,743	4,523	32,220	47,160	8,774
HANDLOWY - INVESTMENTS II S.a.r.l.	Luxembourg	Investment activity	Subsidiary undertaking	80.97	14,981	33,860	24,680	9,180	119	(1,414)
PPH SPOMASZ Sp. z o.o. in liquidation	Warsaw	Production of catering and trading equipment	Subsidiary undertaking	100.00	9,442	Entity under liquidation				
HANDLOWY INWESTYCJE Sp. z o.o.	Warsaw	Investment activity	Subsidiary undertaking	100.00	8,070	16,869	6,673	10,196	781	235
HANDLOWY ZARZĄDZANIE AKTYWAMI S.A.*	Warsaw	Brokerage	Subsidiary undertaking	100.00	5,000	8,672	1,846	6,826	10,024	2,260
HANDLOWY HELLER S.A.*	Warsaw	Factoring	Associated undertaking	25.00	2,752	495,514	463,288	32,226	44,780	7,455
Total					313,450	1,548,172	1,210,855	337,267	230,139	51,199

*/Equity investments in Towarzystwo Funduszy Inwestycyjnych BH S.A., Handlowy Zarządzanie Aktywami S.A. and Handlowy Heller S.A. are assets available-for-sale in accordance with IFRS 5 and are presented in the balance sheets as „Fixed assets available-for-sale” (see Note 29)

The explanation of indirect relationships:

1/ Indirect relationship via Citileasing Sp. z o.o.

Name of subordinate	Location	Activity	Capital relationship	Share in equity [%]	Book value of investment	Assets	Liabilities	Equity	Revenues	Profit/(loss)
HANDLOWY LEASING S.A.	Warsaw	Leasing, rent and hire purchase of real estate	Subsidiary undertaking	100.00	3,125	711,115	703,731	7,384	59,476	10,083

2/ Indirect relationship via Handlowy Investments S.A

Name of subordinate	Location	Activity	Capital relationship	Share in equity [%]	Book value of investment	Assets	Liabilities	Equity	Revenues	Profit/(loss)
HANDLOWY - INVESTMENTS II S.a.r.l.	Luxembourg	Investment activity	Subsidiary undertaking	19.03	1,871	33,860	24,680	9,180	119	(1,414)

3/ Indirect relationship via Handlowy Inwestycje Sp. z o.o.

Name of subordinate	Location	Activity	Capital relationship	Share in equity [%]	Book value of investment	Assets	Liabilities	Equity	Revenues	Profit/(loss)
CITILEASING Sp. z o.o.	Warsaw	Leasing	Subsidiary undertaking	2.53	3,125	173,372	3,713	169,659	9,928	4,406
HANDLOWY HELLER S.A.	Warsaw	Factoring	Associated undertaking	25.00	3,558	495,514	463,288	32,226	44,780	7,455

The financial data of individual entities available at the time of preparation of these statements and originating from non-audited financial statements of the respective entities were presented

31.12.2004

In thousands of PLN

Name of subordinate	Location	Activity	Capital relationship	Share in equity [%]	Book value of investment	Assets	Liabilities	Equity	Revenues	Profit/(loss)
CITILEASING Sp. z o.o.	Warsaw	Leasing	Subsidiary undertaking	97.47	120,000	189,273	21,308	167,410	13,122	3,580
DOM MAKLERSKI BANKU HANDLOWEGO S.A.	Warsaw	Brokerage	Subsidiary undertaking	100.00	70,950	361,542	261,653	93,266	62,876	18,261
BANK ROZWOJU CUKROWNICTWA S.A.	Poznań	Banking	Subsidiary undertaking	100.00	40,255	43,927	313	40,559	2,880	1,877
HANDLOWY- INVESTMENTS S.A.	Luxembourg	Investment activity	Subsidiary undertaking	100.00	-	118,777	189,567	(70,790)	-	(18,193)
TOWARZYSTWO FUNDUSZY INWESTYCYJNYCH BH S.A.	Warsaw	Investment activity	Subsidiary undertaking	100.00	22,843	26,839	2,796	23,446	24,577	6,315
HANDLOWY - INVESTMENTS II S.a.r.l.	Luxembourg	Investment activity	Subsidiary undertaking	80.97	20,249	34,616	23,427	11,189	-	797
PPH SPOMASZ Sp. z o.o. in liquidation	Warsaw	Production of catering and trading equipment	Subsidiary undertaking	100.00	9,442	Entity under liquidation				
HANDLOWY INWESTYCJE II Sp. z o.o.	Warsaw	Investment activity	Subsidiary undertaking	100.00	4,061	4,100	26	4,074	-	175
HANDLOWY INWESTYCJE Sp. z o.o.	Warsaw	Investment activity	Subsidiary undertaking	100.00	8,070	15,307	6,054	9,253	-	706
HANDLOWY ZARZĄDZANIE AKTYWAMI S.A.	Warsaw	Brokerage	Subsidiary undertaking	100.00	4,366	6,352	630	4,567	6,524	(412)

Name of subordinate	Location	Activity	Capital relationship	Share in equity [%]	Book value of investment	Assets	Liabilities	Equity	Revenues	Profit/(loss)
POLSKIE PRACOWNICZE TOWARZYSTWO EMERYTALNE DIAMENT S.A. in liquidation	Warsaw	Insurance	Subsidiary undertaking	79.27	186	Entity under liquidation				
HANDLOWY HELLER S.A.	Warsaw	Factoring	Associated undertaking	25.00	2,752	395,842	368,739	27,103	37,161	6,091
MOSTOSTAL ZABRZE HOLDING S.A.	Zabrze	Production and service construction industry	Associated undertaking	34.44	-	140,045	229,127	(94,250)	42,591	(21,159)
KP KONSORCJUM Sp. z o.o.	Warsaw	Investment fund management	Associated undertaking	49.99	1,260	28,017	9,966	18,051	15,533	(5,510)
CREDITREFORM PL Sp. z o.o.	Warsaw	Business investigation agency	Associated undertaking	49.03	329	627	318	308	5,173	132
Total					304,763	1,365,264	1,113,924	234,186	210,437	(7,340)

The explanation of indirect relationships:

1/ Indirect relationship via Citileasing Sp. z o.o.

Name of subordinate	Location	Activity	Capital relationship	Share in equity [%]	Book value of investment	Assets	Liabilities	Equity	Revenues	Profit/(loss)
HANDLOWY LEASING S.A.	Warsaw	Leasing, rent and hire purchase of real estate	Subsidiary undertaking	100.00	3,125	755,202	727,980	25,671	98,895	21,920

2/ Indirect relationship via Handlowy Investments S.A.

Name of subordinate	Location	Activity	Capital relationship	Share in equity [%]	Book value of investment	Assets	Liabilities	Equity	Revenues	Profit/(loss)
HANDLOWY - INVESTMENTS II S.a.r.l.	Luxembourg	Investment activity	Subsidiary undertaking	19.03	3,149	34,616	23,427	11,189	0	797
NIF FUND HOLDINGS PCC Ltd.	Guernsey	Investment activity	Associated undertaking	23.86	17,475	83,928	3,316	80,612	29,644	26,669

3/ Indirect relationship via Handlowy Inwestycje Sp. z o.o

Name of subordinate	Location	Activity	Capital relationship	Share in equity [%]	Book value of investment	Assets	Liabilities	Equity	Revenues	Profit/(loss)
CITILEASING Sp. z o.o.	Warsaw	Leasing	Subsidiary undertaking	2.53	3,125	189,273	21,308	167,410	13,122	3,580
HANDLOWY HELLER S.A.	Warsaw	Factoring	Associated undertaking	25.00	3,558	395,842	368,739	27,103	37,161	6,091

The financial data of individual entities available at the time of preparation of these statements and originating from non-audited financial statements of the respective entities were presented excluding Handlowy Investments S.A., Handlowy Investments II S.a.r.l. and NIF Fund Holdings PCC Ltd.

21. Loans and advances***Loans and advances (by category)***

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
<i>Loans and advances to financial sector:</i>		
Current accounts of banks	82,614	220,659
Loans, placements and advances, including:	6,898,316	8,281,233
<i>placements in banks</i>	5,772,263	7,043,329
Purchased receivables	14,182	12,710
Realised guarantees	274	251
Receivables subject to securities sale and repurchase agreements	-	292,849
Other receivables	2,130	3,000
Accrued interest	52,076	114,591
	7,049,592	8,925,293
Impairment write-offs	(150,927)	(135,103)
	6,898,665	8,790,190
<i>Loans and advances to non-financial sector:</i>		
Loans and advances	10,197,651	10,423,355
Purchased receivables	156,766	163,989
Realised guarantees	63,069	66,781
Other receivables	2,307	506
Accrued interest	210,561	651,293
	10,630,354	11,305,924
Impairment write-offs	(1,689,371)	(1,597,345)
	8,940,983	9,708,579
	15,839,648	18,498,769

Loans and advances - gross (by time to maturity)

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
<i>Loans and advances to financial sector:</i>		
up to 1 month	4,144,223	6,625,957
1 month- 3 months	207,483	725,737
3 months- 1 year	1,895,316	1,132,631
1 year- 5 years	665,700	313,668
over 5 years	84,794	12,709
Accrued interest	52,076	114,591
	7,049,592	8,925,293
<i>Loans and advances to non-financial sector:</i>		
up to 1 month	5,981,874	6,614,710
1 month- 3 months	731,571	589,044
3 months- 1 year	1,247,498	1,520,815
1 year- 5 years	2,388,932	1,789,415
over 5 years	69,918	140,647
Accrued interest	210,561	651,293
	10,630,354	11,305,924
	17,679,946	20,231,217

The Bank does not act as a lessor under finance leases

22. Impairment of loans and advances

The movement in impairment of loans and advances is as follows:

<i>In thousands of PLN</i>	2005	2004
As at 1 January	1,732,448	1,620,987
Related to:		
Receivables from banks	9,751	12,196
Receivables from other customers of financial and non-financial sector	1,722,697	1,608,791
Effects of transition to IFRS	210,671	-
1 January - after restatement of opening balance	1,943,119	1,620,987
Change of impairment write downs	(102,821)	111,461
Charges	716,228	901,818
Write-offs	(86,445)	(152,602)
Amounts released	(771,583)	(641,179)
Other	38,979	3,424
As at 31 December	1,840,298	1,732,448
Related to:		
Receivables from banks	11,332	9,751
Receivables from other customers of financial, non-financial	1,828,966	1,722,697

As at 31 December 2005 the closing balance of impairment recognized on loans and advances to customers consisted of:

In thousands of PLN

Portfolio impairment loss	417,890
Individual impairment loss	1,357,395
Incurred but not reported losses	65,013

In prior periods the Bank calculated loan loss provisions based on the Ordinance of the Minister of the Finance, dated 10 December 2003 on creating provisions for risk related to banking operations.

23. Property and equipment

Land, buildings and equipment

In thousands of PLN

	Land, and buildings	Vehicles	Other	Under construction	Total
Gross amount					
Balance as at 1 January 2004	760,298	56,032	671,315	18,201	1,505,846
<i>Additions:</i>					
Purchases	2,149	-	32,327	60,310	94,786
Other increases	-	-	3,068	-	3,068
<i>Disposals:</i>					
Disposals	(176)	(11,769)	(2,224)	-	(14,169)
Other decreases	(13,383)	(319)	(62,772)	-	(76,474)
Reclassification	17,348	18,161	18,957	(74,642)	(20,176)
Balance as at 31 December 2004	766,236	62,105	660,671	3,869	1,492,881
Balance as at 1 January 2005	766,236	62,105	660,671	3,869	1,492,881
Effects of transition to IFRS	(41,249)	-	-	-	(41,249)
As at 1 January - after restatement of	724,987	62,105	660,671	3,869	1,451,632

opening balance*Additions:*

Purchases	1,207	16	36,221	45,180	82,624
Other increases	-	-	4,380	-	4,380

Disposals:

Disposals	(3,749)	(16,684)	(8,031)	-	(28,464)
Classified as "Non-current assets held-for-sale" (see Note 28)	-	(185)	(8,926)	-	(9,111)
Other decreases	(8,249)	(183)	(27,439)	(262)	(36,133)
Reclassification	15,737	15,772	9,838	(43,986)	(2,639)
Balance as at 31 December 2005	729,933	60,841	666,714	4,801	1,462,289

Depreciation and amortization

Balance as at 1 January 2004	177,840	23,492	538,678	-	740,010
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Increases:

Depreciation charge for the period	38,524	11,254	69,965	-	119,743
Other increases	-	-	2,232	-	2,232

Decreases:

Disposals	(175)	(8,781)	(2,217)	-	(11,173)
Other decreases	(9,325)	(114)	(61,893)	-	(71,332)

Balance as at 31 December 2004	206,864	25,851	546,765	-	779,480
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Balance as at 1 January 2005	206,864	25,851	546,765	-	779,480
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Effects of transition to IFRS	(17,554)	-	-	-	(17,554)
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As at 1 January - after restatement of opening balance	189,310	25,851	546,765	-	761,926
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Increases:

Depreciation charge for the year	38,147	12,611	55,267	-	106,025
Other increases	59	-	4,667	-	4,726

Decreases:

Disposals	(3,749)	(13,450)	(7,071)	-	(24,270)
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Classified as "Non-current assets held-for-sale" (see Note 28)	-	(106)	(3,727)	-	(3,833)
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Other decreases	(5,127)	-	(25,795)	-	(30,922)
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Balance at 31 December 2005	218,640	24,906	570,106	-	813,652
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Impairment losses

Balance at 1 January 2004	1,453	-	238	-	1,691
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Increases	-	-	-	-	-
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Decreases	-	-	-	-	-
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Balance at 31 December 2004	1,453	-	238	-	1,691
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Balance at 1 January 2005	1,453	-	238	-	1,691
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Increases	-	-	-	-	-
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Decreases	-	-	-	-	-
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Balance at 31 December 2005	1,453	-	238	-	1,691
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Carrying amounts

As at 1 January 2004	581,005	32,540	132,399	18,201	764,145
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As at 31 December 2004	557,919	36,254	113,668	3,869	711,710
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As at 1 January 2005	534,224	36,254	113,668	3,869	688,015
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As at 31 December 2005	509,840	35,935	96,370	4,801	646,946
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Investment properties

<i>In thousands of PLN</i>	2005	2004
As at 1 January	-	-
Effects of transition to IFRS	54,923	-
As at 1 January – after restatement	54,923	-
<i>Increases:</i>		
Restructuring	13,200	-
Other increases	139	-
<i>Decreases:</i>		
Disposals	(3,929)	-
Classified as “Non-current assets held-for-sale” (see Note 28)	(12,740)	-
Impairment losses	(10,645)	-
Closing balance as at 31 December	40,948	-

In the opening balance sheet in 2005, the Bank identified certain repossessed property and own property as investment properties. As a result of identification of investment property, the positive difference between the fair value of a given property and its carrying value at the moment of identification was recorded as an adjustment to retained earnings amounting to PLN 8,050 thousand.

24. Intangible assets

<i>In thousands of PLN</i>	Goodwill	Patents and trademarks	Software	Other intangible assets	Prepay-ments	Total
Gross amount						
Balance as at 1 January 2004	1,448,907	740	166,972	-	288	1,616,907
<i>Additions:</i>						
Purchases	-	-	16,048	-	5,907	21,955
Reclassification	-	-	21,135	-	-	21,135
<i>Disposals:</i>						
Disposals	-	-	-	-	(5,289)	(5,289)
Other decreases	-	-	-	-	(799)	(799)
Balance as at 31 December 2004	1,448,907	740	204,155	-	107	1,653,909
Balance as at 1 January 2005	1,448,907	740	204,155	-	107	1,653,909
<i>Additions:</i>						
Purchases	4,876	-	10,172	20,589	6,536	42,173
Reclassification	-	-	4,531	-	-	4,531
<i>Disposals:</i>						
Classified as “Non-current assets held-for-sale” (see Note 28)	-	-	(195)	-	-	(195)
Other decreases	(2,545)	-	(788)	(2,347)	(4,543)	(10,223)
Balance as at 31 December 2005	1,451,238	740	217,875	18,242	2,100	1,690,195
Depreciation and amortization						
Balance as at 1 January 2004	205,262	410	116,223	-	-	321,895
<i>Increases:</i>						
Depreciation charge for the period	-	126	22,310	-	-	22,435
Balance as at 31 December 2004	205,262	536	138,533	-	-	344,330
Balance as at 1 January 2005	205,262	536	138,533	-	-	344,330
<i>Increases:</i>						

Depreciation charge for the period	-	114	28,158	5,013	-	33,285
<i>Decreases:</i>						
Classified as "Non-current assets held-for-sale" (see Note 28)	-	-	(51)	-	-	(51)
Other decreases	-	-	(788)	-	-	(788)
Balance as at 31 December 2005	205,262	650	165,852	5,013	-	376,777

Carrying amounts

As at 1 January 2004	1,243,645	330	50,749	-	288	1,295,012
As at 31 December 2004	1,243,645	204	65,622	-	107	1,309,578
As at 1 January 2005	1,243,645	204	65,622	-	107	1,309,578
As at 31 December 2005	1,245,976	90	52,023	13,229	2,100	1,313,418

As at 31 December 2005, goodwill includes the amount of PLN 1,243,645 thousand arising from the merger of Bank Handlowy w Warszawie S.A. and Citibank (Poland) S.A. as at 28 February 2001 and the amount of PLN 2,331 thousand as a result of the purchase of an organized part of enterprise from ABN AMRO Bank (Poland) S.A. as at 1 March 2005. As at 1 January 2004, as required by IFRS, the Bank ceased to make write-downs of goodwill, and replaced them with the impairment test.

In addition, PLN 13,229 thousand of other intangible assets were recognised in the balance sheet as a result of the purchase of an organized part of enterprise from ABN AMRO Bank (Poland) S.A.

25. Impairment test for goodwill

For the purpose of carrying out impairment tests, goodwill has been allocated to two cash generating units: Corporate and Investment Bank and Consumer Bank. In both cases the allocated goodwill is significant in comparison to the total book value of goodwill. The goodwill arose as a result of the merger between the Bank Handlowy w Warszawie SA and Citibank (Poland) SA.

The allocation of goodwill, which arose on the business combination between Bank Handlowy w Warszawie and Citibank (Poland) S.A. to cash generating units, is presented in the table below. The table excludes the goodwill arising from the purchase of an organised part of an enterprise from ABN Amro Bank (Poland) S.A.

Book value of goodwill allocated to unit:

In thousands of PLN

Corporate and Investment Bank	849,613
Consumer Bank	394,032
	1,243,645

The base of valuation of recoverable amount is the value in use, assessed on the basis of a five-year financial plan approved by the Supervisory Board in 2004. The plan is based on assumptions about future facts that reflect the future economic conditions and expected results of the Bank. The plan is periodically updated.

The discount rate, which is equivalent to the required rate of return has been used in the valuation. The required rate of return is assessed on the basis of the capital assets pricing model using a beta coefficient for the banking sector, return on WIG index and Treasury bond yield curves. In 2005 the discount rate amounted to 13.7%.

Extrapolation of cash flows, which exceed the five-year period covered by the financial plan, has been based on growth rates reflecting the long-term NBP inflation target that amounted to 2.5 % as at 31 December 2005.

The applied growth rates do not exceed the long-term average growth rates appropriate to the commercial and retail banking sector in Poland.

Management believes that reasonable and possible changes in the key assumptions adopted in the valuation of the recoverable amounts of cash - generating units, would not cause their book value to exceed their recoverable amount.

26. Income tax assets and liabilities

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
<i>Income tax assets*</i>		
Current tax	-	-
Deferred tax	300,162	237,205
	300,162	237,205
<i>Income tax liabilities*</i>		
Current tax	162,788	23,509
Deferred tax	-	-
	162,788	23,509

* Deferred income tax assets and liabilities are shown in total in the balance sheet.

Positive and negative taxable and deductible temporary differences are presented below

Deferred tax assets are attributable to the following:

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
Interest accrued and other expense	56,322	43,855
Loan loss provisions	158,357	168,504
Subordinated loans provisions	3,896	5,403
Unrealised premium	5,371	5,629
Unrealised financial instruments valuation expenses	652,171	738,782
Income collected in advance	9,737	11,556
Provisions for shares	7,846	33,354
Commissions	22,988	14,542
Update of fixed assets value	1,953	-
Other including:	152,476	54,569
<i>Unrealized cost related to asymmetrical transactions</i>	<i>114,417</i>	<i>-</i>
	1,071,117	1,076,194

Deferred tax liabilities are attributable to the following:

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
Interest accrued (income)	63,564	27,060
Unrealised premium from options	40	26
Unrealised financial instruments valuation income	673,440	775,058
Unrealised securities discount	380	2,383
Investment relief	23,054	23,754
Other	10,477	10,708
	770,955	838,989

Movement in temporary differences during the year

<i>In thousands of PLN</i>	Balance 31 December 2003	IFRS Adjustments	Balance 1 January 2004	IFRS Adjustments recognised in income	Adjustments recognised in income	Recognised in equity	Balance 31 December 2004
Interest accrued and other expense	52,748	-	52,748	-	(8,893)	-	43,855
Loan loss provisions	144,901	-	144,901	-	23,603	-	168,504
Unrealised premium	5,129	-	5,129	-	500	-	5,629
Unrealised financial instruments valuation expenses	631,117	-	631,117	-	107,665	-	738,782
Income collected in advance	7,427	-	7,427	-	4,129	-	11,556
Provisions for shares	52,648	10,581	63,229	8,946	(38,821)	-	33,354
Commission	16,063	-	16,063	-	(1,521)	-	14,542
Debt securities available-for-sale	10,023	-	10,023	-	-	(7,825)	2,198
Other	29,206	-	29,206	-	28,568	-	57,774
	949,262	10,581	959,843	8,946	115,230	(7,825)	1,076,194

<i>In thousands of PLN</i>	Balance 31 December 2003	IFRS Adjustments	Balance 1 January 2004	Adjustments recognised in income	Recognised in equity	Balance 31 December 2004
Interest accrued (income)	17,647	-	17,647	9,413	-	27,060
Unrealised premium from options	52	-	52	(26)	-	26
Unrealised financial instruments valuation income	682,043	-	682,043	93,015	-	775,058
Unrealised securities discount	727	-	727	1,656	-	2,383
Investment relief	24,822	-	24,822	(1,068)	-	23,754
Other	5,408	-	5,408	5,300	-	10,708
	730,699	-	730,699	108,290	-	838,989

<i>In thousands of PLN</i>	Balance 31 December 2004	IFRS Adjustments	Balance 1 January 2005	IFRS Adjustments recognised in income	Recognised in equity	Balance 31 December 2005
Interest accrued and other expense	43,855	-	43,855	12,467	-	56,322
Loan loss provisions	168,504	18,991	187,495	(29,138)	-	158,357
Subordinated loans provisions	5,403	-	5,403	(1,507)	-	3,896
Unrealised premium	5,629	-	5,629	(258)	-	5,371
Unrealised instruments valuation expenses	738,782	-	738,782	(86,611)	-	652,171
Income collected in advance	11,556	-	11,556	(1,819)	-	9,737
Provisions for shares	33,354	-	33,354	(25,508)	-	7,846
Commission	14,542	4,304	18,846	4,142	-	22,988
Debt securities available-for-sale	2,198	-	2,198	-	12,944	15,142
Unrealized cost related to asymmetric transactions	48,092	-	48,092	66,325	-	114,417
Other	4,279	(1,530)	2,749	22,121	-	24,870
	1,076,194	21,765	1,097,959	(39,786)	12,944	1,071,117

<i>In thousands of PLN</i>	Balance 31 December 2004	IFRS Adjustments	Balance 1 January 2005	Adjustments recognised in income	Recognised in equity	Balance 31 December 2005
Interest accrued (income)	27,060	25,617	52,677	10,887	-	63,564
Unrealised premium from options	26	-	26	14	-	40
Unrealised instruments valuation income	775,058	-	775,058	(101,618)	-	673,440
Unrealised securities discount	2,383	-	2,383	(2,003)	-	380
Investment relief	23,754	-	23,754	(700)	-	23,054
Other	10,708	-	10,708	(231)	-	10,477
	838,989	25,617	864,606	(93,651)	-	770,955

27. Other assets

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
Reposessed assets	-	23,425
Interbank settlements	13,192	14,729
Settlements related to operations on derivative instruments	18,751	220,995
Accounts receivable	15,812	23,554
Staff loans out of the Social Fund	38,943	39,581
Sundry debtors	75,364	64,239
Prepayments	36,877	81,741
Other assets	282	1,824
	199,221	470,088

28. Non-current assets held-for-sale

	Shares in subordinated entities	Training and holiday centers	Organized part of Bank's enterprise	Total
Non-current assets held-for-sale				
Equity investments	49,752	-	-	49,752
Tangible fixed assets	-	12,740	5,278	18,018
Intangible assets	-	-	144	144
Other assets	-	-	4,434	4,434
Liabilities held-for-sale				
Other liabilities	-	-	(4,370)	(4,370)
Net assets held-for-sale	49,752	12,740	5,486	67,978

As at 31 December 2005 assets and group of assets that fulfilled the requirements of IFRS 5 were classified as non-current assets held-for-sale with liabilities that are directly related to them.

Non-current assets held-for-sale consist of the following assets (group of assets):

- Shares in the subordinated entities Towarzystwo Funduszy Inwestycyjnych Banku Handlowego S.A. and Handlowy Zarządzania Aktywami S.A. which were sold on 1 February 2006 and in the associated entity Handlowy Heller S.A. which was sold on 2 February 2006 (see Note 40 and 42).
- Organized part of the Bank's enterprise that consists of holiday resorts located in Dźwirzyna, Rowy, Skubianka, Łeba and Wisła. An active program to locate buyers and complete the sale plan has been initiated and is currently highly advanced. The sale transaction is expected to be completed by the end of 2006. The Extraordinary General Meeting agreed on sale of this organised part of the Bank's enterprise in a resolution dated 22 December 2005.

- Organized part of Bank's enterprise that consists of card's transactions settlements within the Consumer Banking Sector. The Bank rents POS terminals and provides service as a settlement agent in accordance with Electronic Payment Instruments Act of 12 September 2002. The sale was completed on 31 January 2006 (see Note 42). The Extraordinary General Meeting agreed on sale of this organised part of Bank's enterprise in resolution from 22 December 2005.

29. Financial liabilities valued at amortized cost

Financial liabilities valued at amortized cost (by category)

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
<i>Deposits from financial sector</i>		
Current accounts, including:	725,429	721,487
<i>current accounts of banks</i>	724,947	720,855
Term deposits, including:	5,056,703	3,093,182
<i>term deposits of banks</i>	1,624,486	849,460
Accrued interest	26,659	5,007
	5,808,791	3,819,676
<i>Deposits from non-financial sector</i>		
Current accounts, including:	5,402,290	4,126,203
<i>corporate customers</i>	3,370,841	2,284,398
<i>individual customers</i>	1,456,282	1,324,039
Term deposits, including:	11,537,911	12,726,898
<i>corporate customers</i>	7,715,382	7,833,795
<i>individual customers</i>	3,033,451	4,032,425
Accrued interest	19,014	36,125
	16,959,215	16,889,226
	22,768,006	20,708,902
<i>Other liabilities</i>		
Loans and advances received	142,598	446,824
Liabilities in respect of securities subject to sale and repurchase agreements	8,174	408,361
Other liabilities, including:	302,121	393,653
<i>cash collateral</i>	240,075	345,110
Accrued interest	3,056	16,588
<i>Other liabilities</i>	455,949	1,265,426
	23,223,955	21,974,328

Financial liabilities valued at amortized cost (by time to maturity)

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
<i>Financial liabilities valued at amortized cost, of which</i>		
<i>Financial sector</i>		
up to 1 month	4,663,665	3,783,763
1 month - 3 months	34,338	65,090
3 months - 1 year	1,076,675	562,358
1 year - 5 years	97,396	93,700
over 5 years	85,207	20,475
Accrued interest	27,846	18,698
	5,985,127	4,544,084

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
Non-financial sector		
up to 1 month	15,412,493	14,129,131
1 month - 3 months	912,471	1,845,209
3 months - 1 year	811,412	1,012,962
1 year - 5 years	81,104	403,762
over 5 years	465	158
Accrued interest	20,883	39,022
	17,238,828	17,430,244
	23,223,955	21,974,328

30. Provisions

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
For disputes	18,306	13,365
For off-balance sheet commitments	38,939	39,352
For general risk	-	164,000
	57,245	216,717

As at 1 January 2005, following the full adoption of IFRS, (date of implementation of IAS 32 and IAS 39) the Bank made an adjustment to the opening balance related to the dissolution of its provision for general banking risk against retained earning. In accordance with IAS 39 the Bank created a provision for incurred but unrecognised losses (INBR), which is included in impairment of receivables from customers and decreases the balance sheet value of these receivables.

The movement in provisions is as follows:

<i>In thousands of PLN</i>	2005	2004
Balance as at 1 January	216,717	447,331
Provisions for:		
Disputes	13,365	2,312
Off-balance sheet commitments	39,352	145,019
General risk	164,000	300,000
Effects of transition to IFRS	(156,935)	-
As at 1 January	59,782	447,331
Movements in provisions:		
Charges to provisions:		
for litigations	54,346	200,631
for off-balance sheet liabilities	12,177	14,623
for off-balance sheet liabilities	42,169	186,008
Use of provisions	(146)	(1,207)
Release of provisions:		
for litigations	(56,737)	(430,038)
for off-balance sheet liabilities	(7,090)	(2,363)
for off-balance sheet liabilities	(49,647)	(291,675)
general banking risk	-	(136,000)
Balance as at 31 December	57,245	216,717

31. Other liabilities

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
Staff benefits	65,434	67,609
Interbank settlements	82,648	65,804
Interbranch settlements	1,386	128

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
Settlements with Tax Office and National Insurance (ZUS)	2,858	5,426
Sundry creditors	134,465	115,109
Accruals	245,449	158,749
Provision for employee payments	113,643	90,772
Provision for employees retirement and jubilee payments	47,287	26,956
Deferred income	84,519	41,021
Deferred interest	97,114	129,179
	-	715,581
	629,354	1,257,585

32. Capital and reserves

Share capital

Issued share capital								
Series/ issue	Type of shares	Type of preference	Type of limitation	Number of shares	Par value of series/ issue	Method of issue payment	Date of registration	Eligibility for dividends (from date)
A	bearer	none	none	65,000,000	260,000	paid in	27.03.97	01.01.97
B	bearer	none	none	1,120,000	4,480	paid in	27.10.98	01.01.97
B	bearer	none	none	1,557,500	6,230	paid in	25.06.99	01.01.97
B	bearer	none	none	2,240,000	8,960	paid in	16.11.99	01.01.97
B	bearer	none	none	17,648,500	70,594	paid in	24.05.02	01.01.97
B	bearer	none	none	5,434,000	21,736	paid in	16.06.03	01.01.97
C	bearer	none	none	37,659,600	150,638	transfer	28.02.01	01.01.00
Total				130,659,600	522,638			

Par value of 1 share = PLN 4.00

As at 31 December 2005, the Bank's share capital amounted to PLN 522,638,400 divided into 130,659,600 common bearer shares nominal value of PLN 4 each which has not changed since 31 December 2004.

In 2004 there was a significant change in the ownership structure of the Bank. The change was due to the disposal of 18,722,874 shares constituting 14.3% of the Bank's share capital by Citibank Overseas Investment Corporation (COIC), the subordinated entity of Citibank N.A., to International Finance Associates B.V., incorporated in the Netherlands a subordinated entity of COIC, on 30 November 2004. As a result of this transaction COIC's ownership in the share capital was reduced from 89.3% to 75%.

The Bank has not issued preference shares.

Up to 1996, the Bank operated in a hyperinflationary economic environment. IAS 29 (Financial Reporting in Hyperinflationary Economies) requires the adjustment of each component of shareholders equity (except retained earnings and any revaluation reserve) by the index price of commodities and services for the period of hyperinflation. This retrospective application would have resulted in an increase in share capital of PLN 407,467 thousand and other reserves by PLN 617,659 thousand and a decrease in retained earning by PLN 1,025,126 thousands.

Principal shareholders

The shareholders who, as at 31 December 2005, held at least 5% of the total number of votes in the General Assembly or at least 5% of Bank's share capital are presented in the following table:

	Value of stocks	Number of stocks	% stocks	Number of votes at GA	% votes at GA
Citibank Overseas Investment Corporation, USA	391,979	97,994,700	75.0	97,994,700	75.0
International Finance Associates, Netherlands	74,891	18,722,874	14.3	18,722,874	14.3
Other stockholders	55,768	13,942,026	10.7	13,942,026	10.7
	522,638	130,659,600	100.0	130,659,600	100.0

Supplementary capital

Supplementary capital is designated for offsetting the Bank's balance sheet losses or for other purposes, including payment of dividends to the shareholders. The General Shareholders' Meeting decides upon the utilization of supplementary capital, but a portion of its balance, amounting to one third of total share capital may be used exclusively for offsetting losses shown in the financial statements.

The supplementary capital amount comprises PLN 2,485,534 thousand constituting the excess of the fair value of the issued shares over their nominal value in connection with the business combination between the Bank and Citibank (Poland) S.A., which took place on 28 February 2001.

Revaluation reserve

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
Revaluation of financial assets available-for-sale	(64,554)	(9,371)

The revaluation reserve is not distributed. Changes in the fair value related to the revaluation reserve are reversed as at the day of exclusion of all or part of financial assets available-for-sale. In connection with this, retained earnings that were previously presented in "Issued capital" are now presented in the profit and loss account.

Other reserves

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
Reserve capital	711,418	1,726,063
General risk reserve	390,000	390,000
	1,101,418	2,116,063

Reserve capital

Reserve capital is created from the distribution of profits or from other sources, independently of the supplementary capital.

Reserve capital is designated for offsetting the Bank's balance sheet losses or for other purposes, including payment of dividends to the shareholders. The General Shareholders' Meeting makes decisions on utilization of the reserve capital.

General risk reserve

The general risk reserve is recorded out of net profit, against unidentified risk arising from banking activities.

Dividends*Dividends paid in 2005*

On 1 September 2005, in accordance with Resolution No. 8 of the Ordinary General Meeting of the Bank of 21 June 2005 on the distribution of 2004 profit and dividend payment, the Bank paid a dividend amounting to PLN 1,563,995,412

The General Meeting of the Bank allocated for the payment of dividends:

- the amount of PLN 414,190,932 from 2004 profit
- the amount of PLN 1,149,804,480 originating from previous years' profits transferred from supplementary capital and reserve capital.

The total dividend amount paid per one ordinary share amounted to PLN 11.97.

As at 31 December 2005 the Bank did not have any liabilities in respect of approved dividends.

Declared dividends

On 27 March 2006 the Management Board of the Bank adopted a Resolution proposing the distribution of 2005 profit. The Management Board of the Bank proposed to pay out PLN 470,374,560 as a dividend. This proposal means that the dividend per one ordinary share amounts to PLN 3.60. The date of determination of the right to the dividend was designated as 5 July 2006 and the date of dividend payment as 31 August 2006. The resolution will be submitted to the Supervisory Board of the Bank to give an opinion and to the General Meeting of Shareholders for approval.

33. Repurchase and reverse repurchase agreements

The Bank raises funds by selling financial instruments under agreements to repay the funds by repurchasing the instruments at future dates at the same price plus interest at a predetermined rate.

Repurchase agreements are commonly used as a tool for short-term financing of interest-bearing assets, depending on the prevailing interest rates.

As at 31 December 2005 assets sold under repurchase agreements were as follows:

<i>In thousands of PLN</i>	Fair value of underlying assets	Carrying amount of corresponding liabilities*	Repurchase dates	Repurchase price
Trading instruments	8,183	8,186	To 1 month	8,188

* including interest

As at 31 December 2004 assets sold under repurchase agreements were as follows:

<i>In thousands of PLN</i>	Fair value of underlying assets	Carrying amount of corresponding liabilities*	Repurchase dates	Repurchase price
Trading instruments	243,719	243,855	To 1 week	243,935
Available-for-sale instruments	164,591	164,704	To 1 week	164,882
	408,310	408,559		408,817

* including interest

For the period from 1 January 2005 to 31 December 2005 the total interest expense on repurchase agreements was PLN 3,672 thousand (31 December 2004: PLN 43,779 thousand).

The Bank also purchases financial instruments under agreements to resell them at future dates ("reverse

repurchase agreements"). The seller commits to repurchase the same or similar instruments at an agreed future date. Reverse repurchase agreements are entered into as a facility to provide funds to customers.

As at 31 December 2005 there were no assets purchased subject to agreements to resell.

As at 31 December 2004 assets purchased subject to agreements to resell were as follows:

<i>In thousands of PLN</i>	Carrying amount of receivable*	Fair value of assets held as collateral	Repurchase dates	Repurchase price
Loans and other receivables:				
from financial sector	293,209	293,819	To 1 week	293,342

* including interest

For the period from 1 January 2005 to 31 December 2005 the total interest income on reverse repurchase agreements was PLN 346 thousand (31 December 2004: PLN 8,515 thousand).

34. Fair value information

Fair value of financial assets and liabilities

Fair value is an amount for which an asset could be exchanged or a liability could be discharged in a transaction between well-informed and willing parties in a direct transaction other than a force sale or liquidation – the market price (if available) is its best equivalent.

The summary below provides balance sheet and fair value information for each asset and liability group that is not presented in the balance sheet at fair value. Pursuant to section 36A of IFRS 1, the Bank has used the exemption from the requirement to disclose comparable data in respect of fair value.

<i>In thousands of PLN</i>	31.12.2005	
	Carrying amount	Fair value
Assets		
Equity investments including:	284,304	372,675
<i>Unlisted minority equity</i>	20,605	20,605
Loans and other receivables	15,839,648	15,835,474
Net fixed assets available-for-sale including:	67,978	183,001
<i>Equity investments</i>	49,752	150,540
Liabilities		
Financial liabilities valued at amortized cost	23,223,955	23,243,813

Fair Value Definition

In the case of short-term financial assets and liabilities, it is assumed that their balance sheet value is practically equal to their fair value. In the case of other instruments, the following methods and assumptions have been adopted:

Equity investment : In the case of shares in subsidiaries and associated entities that are fixed assets available-for-sale the fair value was measured as the binding sale offer. The fair value of shares in subsidiaries was presented as the percentage of net assets of an entity that is attributable to the Bank's interests in a given entity. The Bank's Management believes that this is the best available approximation of fair value of such instruments.

value amount includes purchase price adjusted by revaluation write-offs connected with diminution in value.

Non-current assets held-for-sale: the fair value of non-current assets held-for-sale was established on the basis of binding sale offers excluding these for which the balance sheet is equal to fair value on the basis of valuation prepared by an independent expert.

Loans and advances: in the balance sheet loans are valued at amortized cost less impairment. The fair value of fixed interest rate loans is calculated as the discounted value of expected future principal payments. It is assumed that loans will be paid back on their contractual date. In the case of loans for which repayment dates are not fixed (e.g. overdrafts), fair value is the repayment that would be required if the amount were due on the balance sheet date. Expected future cash flows connected with homogenous loan categories, are assessed on the basis of the loan portfolio and discounted using the current interest rate.

For overnight placements, fair value is equal to their balance sheet value. For fixed interest rate placements, fair value is assessed on the basis of discounted cash flows using current money market interest rates for receivables with similar credit risk, time to maturity, and currency.

Financial liabilities valued at amortized cost: In the case of demand deposits, as well as deposits without any pre determined maturity date, fair value is an amount that would be paid out if demanded on the balance sheet date. The fair value of fixed maturity deposits is estimated on the basis of cash flows discounted with current interest rates. The role of long term relationships with depositing parties is not taken into account in the course of the fair value valuation process adopted for such instruments.

35. Contingent liabilities

Information on pending proceedings

As at 31 December 2005, no proceedings relating to the liabilities or receivables of the Bank or its subsidiaries, the value of which would correspond to at least 10% of the Bank's shareholders' equity, were pending before any court, administrative authority or an arbitration court.

The total value of all pending court proceedings involving the Bank or its subsidiaries and related to their receivables exceeded 10% of the Bank's shareholders' equity and amounted to PLN 1,552,765 thousand.

The most significant legal actions that are pending in relation to receivables are as follows:

Parties to Proceedings	Litigation Value (in thousands of PLN)	Proceedings Commencement Date	Description of Case
Creditor: Bank Handlowy w Warszawie SA.	158,534	8 August 1996 – declaration of bankruptcy.	Case pending. The Bank submitted the receivable to repay it from the bankrupt's assets for arrangement on 14 October 1996. The Bank realized all the collateral. The Bank will probably not receive its receivables. The official receiver expects to complete the bankruptcy proceeding by the end of 2006.
Creditor: Bank Handlowy w Warszawie SA	65,947	In 2000, the court declared the borrower bankrupt.	Within the framework of the pending proceedings, the Bank submitted a receivable. The Bank's receivable is classified as category VI and may remain unpaid.
Plaintiff: Bank Handlowy w Warszawie SA	33,976	Suit for payment under loan liability from 29 June 2003	Case pending. The writ of payment was issued on 8 September 2003. The defendant has raised objections to the writ for payment. On 30 May 2005 the court hold the legal force of the writ of payment.

Creditor: Bank Handlowy w Warszawie SA	47,054	On 22 June 2001, the court declared the debtor bankrupt.	Case pending. The Bank submitted its receivables to the proceedings.
Creditor: Bank Handlowy w Warszawie SA	30,953	The court declared the debtor bankrupt in March 2004.	The Bank submitted the receivable to repay it from the bankrupt's assets for arrangement. Case pending (loan-related receivable).

Provisions for contingent liabilities are made by the Bank in accordance with the law. Impairment related to these provisions is also made.

As at 31 December 2005, no proceedings relating to the liabilities or receivables of the Bank or its subsidiaries, the value of which would correspond to at least 10% of the Bank's shareholders' equity, were pending before any court, administrative authority or an arbitration court.

The total value of all pending court proceedings involving the Bank or its subsidiaries and related to their receivables exceeded 10% of the Bank's shareholders' equity and amounted to PLN 581,361 thousand.

The most significant legal actions that are pending in relation to the liabilities:

Parties to Proceedings	Litigation Value (in thousands of PLN)	Proceedings Commencement Date	Description of Case
Plaintiff: shareholder of company – the client of the Bank	276,508	8 April 2003	The plaintiff submitted a suit as a majority shareholder of the company for which the Bank organized an issue of bonds. The claim is that the Bank violated the agreement from 20 June 2005 concerning the issue of bonds. On 15 February the court of first instance disallowed the complaint entirely. The plaintiff lodged an appeal. Case pending. The term will be appointed.
Defendant: Bank Handlowy w Warszawie SA	with interest from the date of the date of suit		
Plaintiff: Borrower of the Bank	149,202	5 October 2005	The plaintiff takes exception that the Bank abuses the law by notice of the termination of the contract that caused the paralysis of the business activity of the plaintiff. The damage was an effect and resulted in significant loss of profits. Case pending.
Defendant: Bank Handlowy w Warszawie SA			
Plaintiff: Borrower of the Bank	42,306	23 May 2003	The suit concerns the irregularities of the Bank's activity during the restructuring of its client's debt – the plaintiff who bears a loss. On 3 February the court suspend the proceedings owing to proceedings of bankruptcy.
Defendant: Bank Handlowy w Warszawie SA	with interest from 1 March 2002		

The Bank records provisions when there is a probability that there will be an outflow of cash.

Off-balance sheet commitments

The amount of off-balance sheet commitments granted, by individual off-balance sheet categories, is as follows:

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
Off-balance sheet commitments granted		
Letters of credit	154,888	185,181
including to related parties	5,207	545
Guarantees granted	2,781,872	2,351,306
including to related parties	3,274	2,355
Credit lines granted	8,933,061	9,105,017
including to related parties	236,302	131,727
Deposits to be issued	15,439	121,359
	11,885,260	11,762,863

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
Letters of credit by categories		
Import letters of credit issued	137,423	168,073
including to related parties	5,207	545
Export letters of credit confirmed	17,465	17,108
	154,888	185,181

Contingent liabilities received		
financial	-	335,975
guarantee	2,341,400	2,616,366
	2,341,400	2,952,341

Guarantees issued include credit principal repayment guarantees, other repayment guarantees, advance repayment guarantees, performance guarantees, tender guarantees, and bills of exchange.

The Bank makes specific provisions for off-balance sheet commitments when it has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. As at 31 December 2005, the specific provisions created for off balance sheet commitments amounted to PLN 38,939 thousand, including provisions for off-balance sheet commitments granted to subordinated undertakings amounting to PLN 2,441 thousand (31 December 2004: PLN 39,352 thousand, including off-balance sheet commitments to subordinated undertakings – PLN 265 thousand).

36. Assets pledged as collateral

Assets have been pledged as security in respect of the following liabilities:

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
Liabilities		
Financial liabilities valued at amortized cost		
Liabilities in respect of securities subject to sale and repurchase agreements	8,186	408,559

Details of the carrying amounts the assets pledged as collateral are as follows:

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
<i>Assets pledged</i>		
Debt securities held for trading	8,183	243,719
Debt securities available-for-sale	27,253	217,417
Other assets		
Settlements related to operations on derivative instruments	18,687	215,578
	54,123	676,713

37. Trust activities

The Bank is the leader on the market of custodian banks in Poland. It offers both custody services connected with securities accounts for foreign institutional investors and depositary services for Polish financial institutions, including pension, investment and equity insurance funds. As at 31 December 2005 the Bank maintained 8,952 securities accounts (31 December 2004: 7,477 accounts).

38. Operating leases

Leases where the Bank is the lessee

Non-cancellable operating lease rentals are payable as follows (by time to maturity)

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
Less than 1 year	41,692	40,931
Between 1 and 5 years	114,827	188,499
More than 5 years	7,937	8,017
	164,456	237,447
Total operating leasing rentals for unprescribed time	2,344	2,077

The Bank uses cars and office space under operating lease contracts. The most significant lease contracts relate to office space situated in Warsaw at Wolska 171/175 and Chałubińskiego 8. Generally the contracts have been signed for 5 years and there is an ability to extend them over the next three years. Some contracts have been signed for an unspecified period of time. Lease payments are under one year indexation. The total amount of lease payments amounted to PLN 43,492 thousand (in 2004: PLN 43,008 thousand).

The Bank uses cars under operating lease contracts, which were signed with its subsidiary in 2005. The contracts have been signed for 3 years. Lease payments are determined at a fixed interest rate for the entire lease period. In 2005 the Bank incurred payments amounting to PLN 332 thousand. These payments are presented in the income statement in "General expenses".

Leases where the Bank is the lessor

Non-cancellable operating lease rentals are payable as follows (by time to maturity)

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
Less than 1 year	1,435	1,367
Between 1 and 5 years	6,368	6,835
	7,803	8,202
Total operating leasing rentals for unprescribed time	3,263	3,374

Part of the Bank's office space is leased. Most of the agreements are signed for an unspecified period of time. Other agreements are signed for a period of between 2 and 10 year. Lease payments are under one year indexation. The income related to these contracts amounted in 2005 to PLN 4,697 thousands (in 2004: PLN 4,741 thousands). These payments are presented in the income statement in the item "Other operating income".

39. Cash flow statement

Additional information:

In thousands of PLN

31.12.2005 **31.12.2004**

Cash related items

Cash at hand	299,817	310,650
Nostro current account in central bank	622,832	530,464
Current accounts in other banks (nostro, overdrafts on loro accounts)	82,614	130,899
	1,005,263	972,013

40. Related parties

Transactions with related parties

Within its normal course of business activities the Bank enters into transactions with related entities, in particular with entities of Citigroup Inc., subsidiaries and associates (see Note No. 20) and members of the Bank's supervisory board, management and employees.

The transactions with related entities mainly include loans, deposits, guarantees and derivatives transactions. All transactions are valued at market price.

Transactions with entities of Citigroup Inc.

The balance sheet and off balance sheet receivables and commitments towards Citigroup Inc. companies are as follows:

In thousands of PLN

31.12.2005 **31.12.2004**

Receivables, including:	2,460,884	4,898,775
Placements	2,403,679	4,877,390
Liabilities, including:	398,593	674,489
Deposits	398,526	456,866
Loans received	-	217,623
Off-balance sheet guarantee liabilities granted		
Balance valuation of derivative transactions		
Assets available-for-sale	2,580,110	2,802,264
Liabilities available-for-sale	2,653,971	2,168,596
Off-balance sheet guarantee liabilities granted	81,838	110,680
Off-balance sheet guarantee liabilities received	77,226	619,087
Interest and commission income*	126,204	62,975
Interest and commission expense*	4,540	26,191

Furthermore the Bank incurs costs and receives income of an operational nature from agreements concluded between Citigroup Inc. entities and the Bank for the provision of mutual services.

The costs arising and accrued in 2005 from concluded agreements amounted in total to PLN 158,954 thousand (in 2004: PLN 149,894 thousand) and related in particular to the costs arising from the

provision of services related to the maintenance of the Bank's information systems and advisory support for the Bank; income in the amount of PLN 62,435 thousand (in 2004: 42,581 thousand) arose from the provision of data processing and other services by the Bank.

On 1 July 2005, the Bank concluded eleven product agreements relating to sales of insurance products by the Bank with CitiInsurance Polska Towarzystwo Ubezpieczeń na Życie ("CitiInsurance Polska") and two product agreements with CitiInsurance General Insurance Company Limited ("CGIC") and CitiInsurance Life Assurance Company Limited ("CLACL") relating to sales of insurance products by the Bank. The above-mentioned agreements are a continuation of the Bank's cooperation with CitiInsurance and they define the rights and responsibilities of the parties in connection with individual insurance products, including financial obligations. The above-mentioned agreements were concluded in connection with carrying out a global acquisition from Citigroup Inc. of the Travelers Life&Annuity Group by MetLife Inc., which resulted in indirect acquisition of CitiInsurance Polska by MetLife Inc.

Transactions with subordinated entities

<i>In thousands of PLN</i>	31.12.2005		31.12.2004	
	Subsidiaries	Associates	Subsidiaries	Associates
<i>Loans, advances and other receivables</i>				
Current accounts	441,103	103,385	488,405	102,212
Loans granted	12,774	-	41,809	2,849
Subordinated loans	72,755	-	117,957	-
	526,632	103,385	648,171	105,061
<i>Loans, advances and other receivables</i>				
Opening balance	648,171	105,061	844,957	37,347
Closing balance	526,632	103,385	648,171	105,061
<i>Deposits</i>				
Current accounts	375,951	349	490,308	314
Term deposits	263,743	-	50,211	-
	639,694	349	540,519	314
<i>Deposits</i>				
Opening balance	540,519	314	314,226	26,045
Closing balance	639,694	349	540,519	314
<i>Off-balance sheet commitments granted</i>				
Letters of credit	5,207	-	545	-
Guarantees granted	3,274	-	1,500	855
Credit lines granted	212,110	24,193	57,911	73,816
	220,591	24,193	59,956	74,671
Interest and commission income	41,243	6,677	20,868	4,411
Interest and commission expenses	20,296	-	14,703	5

As at 31 December 2005, the amount of impairment write-downs for receivables of subsidiaries and associates amounted to PLN 58,591 thousand (31 December 2004: PLN 57,036 thousand), write-downs for off balance sheet commitments granted amounted to PLN 2,441 thousand (31 December 2004: PLN 265 thousand).

Transactions related to subordinated entities

On 29 December 2004, an agreement on the sale of all the shares of an associated company, Creditreform Polska Sp. z o.o. (“Creditreform”), held by the Bank to Creditreform Frankfurt Emil Vogt KG with its registered office in Frankfurt-am-Mein, Germany. The block of shares sold constituted 49.03% of the capital of Creditreform and the same number of votes in the Meeting of Shareholders of that company. In accordance with the conditions of the agreement, the transfer of ownership of the shares took place in January 2005, at the date of payment of the entire selling price by the buying party.

The following transactions with subordinated undertakings were executed in the period from 1 January 2005 to 31 December 2005:

On 20 January 2005, the Bank concluded with a subsidiary, Handlowy Inwestycje II Sp. z o.o. (“Inwestycje II”), in which it had shares representing 100% of the issued capital, an agreement concerning the takeover of shares in the raised initial capital of that company. The takeover of shares was covered by a contribution in kind in the form of shares of Mostostal-Zabrze Holding SA (“MZH”) constituting 24.60% of the initial capital of that company. The contribution value at which the non-cash contribution was submitted to Inwestycje II was determined as PLN 467,400.00. After the registration of the increase in capital on 4 February 2005, the initial capital of Inwestycje II amounted to PLN 471,400 and is divided into 4,714 shares with a nominal value of PLN 100 each and one vote at the Meeting of Shareholders is attributed to each share. Before the sale of shares, the share held by the Bank represented 34.44% of the initial capital of MZH and authorized the holder to exercise 34.44% of the total number of votes at the General Meeting. As a result of this transaction, the Bank had 9.84% share in the initial capital of MZH and the same percentage of votes at the Company General Meeting.

On 14 March 2005, the Bank entered into the agreement pursuant to which it sold – to Mr. Zbigniew Opach – 2,357 shares in the subsidiary, Inwestycje II Sp. z o.o. (previously, “Handlowy-Inwestycje II” Sp. z o.o.) (“Inwestycje II”), with the nominal value of PLN 100 each and with total nominal value of PLN 235,700, representing 50% of the initial capital of Inwestycje II and entitling the holder to exercise 50% of votes at the General Meeting. The agreement was entered under the performance of provisions of a conditional agreement of sale of the shares in question for the price of PLN 1,200,000, with the possibility of introducing an adjustment in accordance with the appropriate provisions of the agreement. The book value of shares sold amounted to PLN 2,264,192.13. There are no links between the Bank as well as persons managing or supervising the Bank and the person purchasing the assets.

Regardless of the transaction described above, the Bank, on 14 March 2005, entered into the agreement pursuant to which it disposed of, for the benefit of Ms. Małgorzata Waniowska, the remaining 2,357 shares in Inwestycje II, with the nominal value of PLN 100 each and with the total nominal value of PLN 235,700, representing 50% of the initial capital of Inwestycje II and entitling the holder to exercise 50% of votes at the General Meeting of Shareholders. The agreement was entered under the performance of provisions of a conditional agreement of sale of the shares in question for the price of PLN 1,200,000, with the possibility of introducing an adjustment in accordance with the appropriate provisions of the agreement. The book value of shares sold amounted to PLN 2,264,192.13. There are no links between the Bank as well as persons managing or supervising the Bank and the person purchasing the assets.

Before entering into the above-mentioned transactions of sale of shares, the Bank had 4,714 of shares in Inwestycje II representing 100% of the initial capital of that company and entitling the holder to exercise 4,714 votes at the Meeting of Shareholders. As a result of transactions concluded, the Bank has no shares in Inwestycje II.

On 2 November 2005 the Bank, Handlowy-Inwestycje Sp. z o.o. (a subsidiary of the Bank) and ING Commercial Finance B.V. concluded a preliminary sale agreement for shares in the company Handlowy-Heller S.A., in accordance with which the Bank and Handlowy-Inwestycje Sp. z o.o. have undertaken to sell to ING Commercial Finance B.V. shares in Handlowy-Heller S.A. constituting 50% of its share capital. The shares were sold on 2 February 2006 after having satisfied the qualifying conditions (see Note 42).

On 16 November 2005 the Bank reached an agreement with Citibank Overseas Investment Corporation (“COIC”). This agreement obliges the Bank to sell all shares in equity of Towarzystwo Funduszy Inwestycyjnych Banku Handlowego S.A. and Handlowy Zarządzenie Aktywami SA that are owned by the Bank. The shares were sold on 2 February 2006 after having satisfied the qualifying conditions (see Note 42).

On 29 November 2005 the last suspensory condition that was reserved in the Agreement of Sale of Shares on 22 November 2005 between the Bank and Copernicus Finance Limited (a limited company based on English law with its headquarters in Leeds, UK – (The Purchaser) was fulfilled. On the basis of this Agreement the Bank sold 2,916 shares of KP Konsorcjum sp. z o.o. with its headquarters in Warsaw to the Purchaser. Each share amounted to 50 PLN and the total value of the shares amounted to PLN 145 800 representing 49.9 % of KP Konsorcjum equity. The sale price was 8,000,000 PLN. Before the sale, the Bank owned 2,916 shares of KP Konsorcjum constituting 49.99% in share capital that entitled to 2,916 votes on the Partners Meeting. Now, the Bank doesn’t hold any shares of KP Konsorcjum. There are no relations between the Bank and persons who manage and supervisor the Bank and the Purchaser and person that manage the Purchaser.

On 30 November 2005 the Handlowy Investments SA (“HI”) with its headquarters in Luxembourg (subsidiary entity of the Bank) acquire by redemption of shares of NFI Fund Holding PCC Ltd. (associated company of HI) 3,002,000 shares of Narodowy Fundusz Inwestycyjny Magma Polonia S.A. (NFI Magma) representing 9.99% in equity and votes at general meeting. HI didn’t hold any shares of NFI Magma before acquire.

On 2 December the Extraordinary Meeting of Partners of Citileasing sp. z o. o. and the Extraordinary General Meeting of Handlowy Leasing S.A., subordinated entities of the Bank, adopted a resolution concerning their merger. The merger was completed on 10 January 2006 (see Note 42).

On 16 December the Court decided to cross off Polskie Towarzystwo Emerytalne DIAMENT SA under liquidation from the National Court Register. The General Meeting approved the liquidation in resolution on 23 June 2003. Before the liquidation the Bank owned 79.27% of share capital of the entity. The bank was entitled to 79.27% votes on the general meeting.

Transactions with employees, members of the Management Board and Supervisory Board

*In thousands of
PLN*

	31.12.2005			31.12.2004		
	Employees	Members of the Management Board	Members of the Supervisory Board	Employees	Members of the Management Board	Members of the Supervisory Board
<i>Loans, advances and other receivables</i>						
Loans granted	76,210	873	-	69,928	843	67
Staff benefits	38,943	-	-	39,581	-	-
Prepayments	154	1	-	104	-	-
	115,308	874	-	109,613	843	67
<i>Deposits</i>						
Current accounts	21,572	83	948	23,603	74	34
Term deposits	41,357	2,490	515	56,655	905	282
	62,929	2,573	1,463	80,258	979	316
<i>Guarantees issued</i>	367	-	-	1,133	318	-

41. Employee benefits

Employee benefits are divided into the following categories:

- short-term benefits, which include salaries, social insurance contributions, paid leave and benefits in kind (such as medical care, company apartments, company cars and other free or subsidized benefits). The costs of short-term benefits are expensed in the profit and loss account in the period to which they relate. At the end of a given reporting period, if there is a balance payable which equals the expected undiscounted value of short-term benefits for that period, the Bank will record it as an accrued expense.

- benefits after termination of employment – including severance pay (see Note 2) and pension plans presented below offered by the Bank to its staff.

A provision is created for future pension severance pay that is shown in the balance sheet in “Other liabilities”. The provision is calculated by an independent actuary in accordance with IFRS rules.

The Bank’s pension plan is a pre-determined-premium program in accordance with IAS 19. The Bank pays contributions for its staff to a separate organization and, after they are paid, has no other payment liabilities. Premiums are shown as employee benefit expenses when paid.

Description of Employee Pension Plan

The objective of the Employee Pension Plan (the Plan) created by the Bank is to save and accumulate through investments funds from premiums paid within the Plan into an individual account of the participant in order to ensure benefit payments after the participant attains the age of 60 years or undergoes early retirement or if the participant obtains the rights to disability benefits due to incapacity for work.

The current Plan, which is a continuation of PPE Polskie Towarzystwo Emerytalne “Diament”, was implemented on 19 March 2004 under an agreement with CitiSenior SFIO (“PPE CitiSenior”) managed by Towarzystwo Funduszy Inwestycyjnych Banku Handlowego S.A. (“TFI BH”).

The basic premium for Plan participants is paid from the Bank’s funds at the amount of 6% of individual salary of the employee.

Each employee who participates in the Plan can also make additional premium contributions to the Plan. The total of premiums paid to PPE CitiSenior is invested in units of Specjalistyczny Otwarty Fundusz Inwestycyjny Kapitał Handlowy Senior managed by Towarzystwo Funduszy Inwestycyjnych Banku Handlowego S.A. TFI BH.

- other long-term employee benefits – jubilee and other long service awards. Information about jubilee awards are described in Note 2. These are paid under a pre-determined benefit scheme and their valuation is carried out by an independent actuary in accordance with IAS 19.

- employee equity benefits – in the form of stock options granted on Citigroup common stock and also under stock award programs based on shares of Citigroup common stock in the form of deferred stock. Valuation and presentation principles of these programs is described in Note 2. Detailed information concerning the employee equity benefits are presented in the further part of this note.

Provisions for the above employee benefits are as follows:

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
Provision for remuneration	85,895	68,830
Provision for employees’ retirement and jubilee payments	47,287	26,956
Provision for employees’ equity compensation	27,748	21,942
Provision for personnel restructuring expense	10,501	6,307
	171,431	124,035

In 2005, the Bank’s expenses in respect of premiums for the employee pension plan amounted to PLN 13,317 thousand (in 2004: PLN 11,976 thousand).

In 2005, the average number of employees in the Bank was 5,460 (in 2004: 5,120).

Description and principles of employee stock benefits

Under the employee stock benefit program, awards in the form of Citigroup stock (so-called Capital Accumulation Program, or CAP) or Citigroup stock options (so-called Stock Ownership Program, or SOP) are offered to selected employees of Citigroup.

Within the framework of the SOP, eligible employees receive options to buy stock at the NYSE closing price as at the date directly preceding the award grant date. Employees acquire the right to a portion of their options on each anniversary of their SOP award grant date. Options may be exercised by purchases of stock or settlements in cash of a difference between the striking price and the current market price in the period from the acquisition date of the right to an option to the expiry date of the option.

Within the framework of the CAP, eligible employees receive so-called “deferred shares” of Citigroup. Deferred shares within the framework of the CAP are granted at the NYSE closing price on the business day prior to the grant date. Deferred shares give the right to dividends, but without voting rights, and must not be sold prior to their conversion into stocks. Deferred shares are converted into stocks after the end of a period that is determined in the Program Rules, which commences on the CAP award allocation date, provided, however, that an eligible employee is still with Citigroup.

In addition, in 2003, employees were eligible to participate in the Citigroup 2003 Stock Purchase Program. Funds to buy stocks were deducted from an employee’s salary for two years and accumulated in a separate interest-bearing account. Employees were entitled to buy Citigroup stock during the program or on the last day of the program at the lower of the price offered on the program commencement day and the NYSE close rate on the stock purchase day. After buying the stock, an employee had the right to sell them at any time.

Assumptions of valuation of the employee equity benefit programs

The fair value of particular awards and the assumptions used in their measurement, except the Citigroup 2003 Stock Purchase Program, the amount of which is immaterial for the financial statements, are shown below:

Grant date	Exercise price/ stock price at grant date	Number of eligible employees	Number of options / shares
SOP Program			
(1) 13-02-2002	42.11 or 41.90	347	145,813
(2) 12-02-2003	32.05	373	111,106
(3) 05-01-2004	49.00	1	474
(4) 20-01-2004	49.50	131	81,925
(5) 28-01-2004	50.07	1	307
(6) 17-02-2004	49.49	1	3,000
(7) 18-03-2004	50.82	1	77
(8) 30-03-2004	51.32	1	320
(9) 15-09-2004	47.19	1	129
(10) 18-01-2005	47.50	7	6,131
(11) 30-09-2005	45.36	1	2,000

Grant date	Exercise price/ stock price at grant date	Number of eligible employees	Number of options / shares
CAP Program			
(1) 12-02-2003	24.70-32.93	17	23,862
(2) 20-01-2004	37.27-49.69	29	24,641
(3) 18-01-2005	47.95	231	87,984
(4) 15-02-2005	49.25	1	5,850
(5) 15-11-2005	48.24	1	3,109

Program	SOP	CAP
Period to acquire the title (in years)	(1) 20% after the each of the following years (2)-(11) 33.33% after the each of the following years	(1)-(2) after 3 years (3)-(5) 25% after the each of the following years
Expected variances	15.27 %	15.27 %
Life cycle of the instrument	(1)-(11) - year from the moment of rights acquisition	In the moment of rights acquisition
Risk free interest rate (for USD)	4.32 %	4.32 %
Expected dividends (in USD per one share)	1.76	1.76
Probability of premature termination of employment (annual staff turnover for awarded employees)	7 %	7 %
Fair value of one instrument* (in USD)	1.34 – 16.48	48.53

* Varies depending on the date of exercise

Options – volumes and weighted-average strike prices:

	31.12.2005		31.12.2004	
	Number ('000)	Weighted average strike price	Number ('000)	Weighted average strike price
At the beginning of the period	531,887	40.11	548,670	37.61
Allocated in the period	8,131	46.97	120,646	49.50
Redeemed in the period	188,736	39.32	137,429	34.68
Expired in the period	-	-	-	-
At the end of the period	351,282	40.86	531,887	40.11
Exercisable at the end of the period	227,852	38.74	154,692	37.93

For options that exist at the end of a given period:

	31.12.2005			31.12.2004		
	Striking price range (in USD)	Number ('000)	Weighted average period to the end of life cycle	Striking price range (in USD)	Number ('000)	Weighted average period to the end of life cycle
42.11	145,395	1.53	43.79	5,361	0.52	
41.90	418	1.53	42.11	208,525	1.65	
32.05	111,106	1.03	41.90	2,033	1.65	
49.00	474	1.51	32.05	195,321	1.53	
49.50	81,925	1.55	49.50	120,645	2.55	
50.07	307	1.57	-	-	-	
49.49	3,000	1.63	-	-	-	
50.82	77	1.72	-	-	-	
51.32	320	1.75	-	-	-	
47.19	129	2.20	-	-	-	
47.50	6,131	3.06	-	-	-	
45.36	2,000	3.72	-	-	-	

42. Subsequent events

On 10 January 2006 Citileasing sp. z o.o. (Bidding Company) and Handlowy - Leasing S.A. (Target Company), subordinated entities of the Bank, merged in accordance with the resolution (signed on 2 December 2005) of the Extraordinary Meeting of Partners of Citileasing sp. z o. o. and the Extraordinary General Meeting of Handlowy Leasing S.A. The entire assets of the Target Company were transferred to the Bidding Company without increasing the equity of the Bidding Company because the Bidding Company holds all the shares of Target Company. The Bidding Company operates

under the firm Handlowy - Leasing sp. z o.o. The Bank and Handlowy-Inwestycje sp. z o. o. hold shares in Handlowy - Leasing sp. z o. o. The Bank holds all shares in Handlowy - Inwestycje sp. z o. o. The Bank holds 97.47% of shares – 6,000 votes at Meeting of Partners. Handlowy - Inwestycje holds 2.53% of shares - 156 votes at Meeting of Partners. The Target Company used purchased assets to conduct lease activity. The Bidding Company is going to use these assets in the same way.

On 31 January 2006 in aid of Cardpoint SA, with its headquarters in Poznań, the Bank completed the sale of financial and separate tangible and intangible assets representing an organized part of the Bank's enterprise that consists of card's transaction settlements with the Consumer Banking Sector. The Bank rents POS terminals and provides service as a settlement agent in accordance with the Electronic Payment Instruments Act of 12 September 2002. The sale of the entity resulted from the sale agreement of 29 November 2005. The Extraordinary General Meeting of the Bank agreed on the sale of an organized part of the Bank's enterprise in the resolution of 22 December 2005.

On the basis of the agreement signed on 16 November 2005 between the Bank and Citibank Overseas Investment Corporation ("COIC") the subordinated entity of Citigroup Inc, that obliges the Bank to sell all owned shares in the share capital of Towarzystwo Funduszy Inwestycyjnych Banku Handlowego S.A. and Handlowy Zarządzanie Aktywami S.A. ("the Company") in aid of COIC or the advisable entity (Legg Mason or its associate could be the only advisable entity), the disposal agreements of Companies' shares were signed. On 1 February 2006 the Bank and Legg Mason Inc. ("the Purchaser") signed the disposal agreement of the Companies' shares.

On the basis of this agreement the Bank transferred the ownership of the following shares in aid of the Purchaser:

- 130,000 of ordinary shares of Towarzystwo Funduszy Inwestycyjnych Banku Handlowego S.A. with its headquarters in Warsaw ("TFI") constituting PLN 100 of nominal value by each share. The total nominal value amounted to PLN 13,000,000 constituting 100% of its share capital. The registered value of the sold shares of TFI on the transaction date amounted to PLN 42,000,000.

- 5,000 of ordinary shares of Handlowy Zarządzanie Aktywami S.A. with its headquarters in Warsaw ("HANZA") constituting PLN 1,000 of nominal value by each share. The total nominal value amounted to PLN 5,000,000 constituting 100% of its share capital. The registered value of the sold shares of HANZA on the transaction date amounted to PLN 5,000,000.

The sale price of the Companies' shares amounted to USD 44,550,000 that represents PLN 139,927,095 in accordance with the exchange rate set on 1 February by Central Bank of Poland. There are no relations between the Bank and persons who manage and supervisor the Bank and the Purchaser and person who manage the Purchaser. As a result of the sale the Bank doesn't hold any shares in the Companies.

On the basis of the preliminary sale agreement of 2 November 2005 the Bank and Handlowy-Inwestycje Sp. z o.o. (a subsidiary of the Bank) ("HI") and ING Commercial Finance B.V with its headquarters in Amsterdam, Holland ("the Purchaser") signed on 2 February 2006 the sale agreement. On the basis of this agreement the Bank and HI by the agency of Dom Maklerski Banku Handlowego SA transferred all owned shares in the share capital of Handlowy-Heller SA with its headquarters in Warsaw ("the Company") in aid of the Purchaser. The subject of contract constituting 111,880 of shares of A series and 388,120 of shares of B series constituting PLN 10 of nominal value by each share. These share constituting 50 % in share capital of the Company.

The Bank transferred 111,880 of shares of A series and 138,119 of shares of B series constituting PLN 10 of nominal value by each share. These shares constituting approx. 25 % in share capital of the Company and at General Meeting.

HI (a subsidiary of the Bank) transferred 250,001 of shares of B series constituting PLN 10 of nominal value by each share. These shares constituting approx. 25 % in share capital of the Company and at General Meeting. On the transaction date the value of the shares sold in the Bank's balance sheet amounted to PLN 2,751,738.99 , whereas in HI's balance sheet they amounted to PLN 8,056,435.22

The sale price amounted to PLN 5,800,000 EUR. Transferable shares are long-term capital placement of the Bank. There are no any relations between the Bank and persons who manage and supervisor the Bank and the Purchaser and person that manage the Purchaser. As a result of the sale the Bank and its subsidiaries didn't hold shares in the Companies. On 16 March in National Court Register the new name of the company was registered – ING Commercial Finance Polska S.A.

On 27 February 2006 the Extraordinary Supervisory Board of Bank Handlowy w Warszawie SA appointed Mr. Krzysztof Opolski to the position of member of the Supervisory Board and made changes in the Bank's statute.

43. Risk management

Derivative instruments

The Bank enters into various derivative transactions for speculation purposes and to manage its own risks arising from movements in currency and interest rates. The settlement date of open positions in derivative instruments depends mainly on the nature of the instrument. In these transactions the floating interest rate is based on interbank interest rates prevailing at the beginning of the interest period and the fixed interest rate depends on the nature of the instrument and the objective of the particular transaction.

Detailed financial data related to derivatives as at the balance sheet date is included in Note no 18.

As at 31 December 2005, the Bank placed deposits at other institutions as collateral against derivative transactions amounting in total to PLN 18,687 thousand (31 December 2004: PLN 215,578 thousand), and for derivative transactions, the Bank received collateral totalling PLN 6,072 thousand (31 December 2004: PLN 8,116 thousand).

Forward and swap FX contracts

Forward foreign exchange contracts are agreements to exchange specific amounts of currency at a specified exchange rate, with settlement date falling two working days after the transaction date. Foreign currency swaps are combinations of spot (settlement on the second working day following transaction date) and forward foreign exchange contracts whereby a specific amount of currency is exchanged at the current rate for spot date, and then exchanged back at a forward rate and date. The nominal value of foreign exchange contracts expresses the amount of foreign currency purchased or sold under the contracts and does not represent the actual market or credit risk associated with these contracts.

Forward and swap FX contracts are used for closing daily open foreign currency positions and for speculative purposes. Foreign currency swaps are used for managing the Bank's liquidity and position on nostro accounts.

Currency option contracts

The objective of FX option contracts is the sale or purchase by the Bank of the right to exchange at a specified date one currency to another at a fixed exchange rate. Exercise of an option may be performed by physical exchange of currencies or by settlement of the difference between contract rate and market reference rate prevailing at the exercise date. There are two types of options: call options that give their owner the right to buy a contracted amount of foreign currency at the exercise price of domestic currency or another foreign currency, and put options that give their owner the right to sell a contracted amount of foreign currency at the exercise price of domestic currency or another foreign currency. The buyer of an option pays to its drawer a premium for the purchased right to buy or sell currency.

Interest rate contracts

The Bank's interest rate transactions include interest rate swaps (IRS), currency interest rate swaps (CIRS), and forward rate agreements (FRA).

Interest rate swaps are agreements to exchange periodic interest payment obligations. On the interest payment date the Bank and its counterparties are obliged to exchange periodic fixed and floating rate interest payments defined in a contract. The objective of cross-currency interest rate swaps, which are concluded in two different currencies, is the exchange of a counterparty's obligation expressed in one currency into its obligation in other currency. As a result, on interest payment date the Bank and its counterparts are obliged to exchange interest payments defined in a CIRS contract. Additionally, counterparties may also exchange notional amounts of contracts. The Bank concludes IRS and CIRS contracts on the interbank market and with its customers.

The objective of FRA contracts is to fix interest rate levels for counterparty receivables or liabilities, which arise or will arise on set dates in the future. The Bank concludes FRA contracts on the interbank market and with its customers.

Interest rate option contracts

The objective of interest rate option contracts is the right to receive at specified dates in the future payments whose amount depends on future interest rates levels. There are two types of interest rate options: cap option – where the seller agrees to pay the buyer a difference between the reference rate (usually 3M or 6M LIBOR) and agreed the exercise rate – when the reference rate exceeds exercise rate, and floor option – where the seller agrees to pay the buyer a difference between the reference rate and the agreed exercise rate – when the exercise rate exceeds the reference rate. In both cases the seller receives a premium paid in advance.

Securities term contracts

The Bank concludes purchase and sale contracts in debt securities at a fixed price where the settlement occurs later than two days following the spot date (forward contracts).

Share options

Share options give the buyer the right to receive the difference between a share price or share index value defined in the option contract and the value of these instruments at an exercise date depending whether it is a call or put option, for increase or decrease of the base instrument price respectively. The buyer of an option pays a premium for the purchased rights.

Futures contracts

A financial futures contract is a contract traded on an organised stock exchange, related to the purchase or sale of a standard amount of the specific financial instrument at a specified date in the future and at a pre-agreed price.

Financial futures contracts may be based on financial instruments of defined types, prices of which depend on interest rates. Financial futures contracts may also be based on changes in FX rates of certain basic foreign currencies. The Bank does not carry out trading in futures-type FX contracts.

Commodities derivatives

The Bank enters into commodity derivative transactions, especially related to metal prices. These transactions are based on the prices quoted on the London Metal Exchange (LME). The Bank enters into the following transactions with its customers: forwards, swaps and, options. For example, the commodity swap transactions enable to offer a fixed base price and obtaining an average market price of the commodity in the month of the settlement. Some derivatives that are offered by the Group are zero-cost option structures, for example collar.

Market risk

The Bank manages market risk in line with principles and procedures approved by the Assets and Liabilities Committee, the Bank's Management Board and reflect the requirements of the Polish supervision bodies and correspond to the principles followed in Citigroup. Management of market risk comprises two core risk areas: liquidity risk and pricing risk.

Liquidity risk is defined as the risk of the Bank failing to meet the financial obligations due to its customers and partners.

Pricing risk is defined as the risk of the negative impact on the Bank's results of changes in market interest rates, foreign exchange rates, share prices and any other volatility parameters in respect of these rates and prices.

Liquidity risk management*Measurement and mitigation of the liquidity risk*

The Market Access Report ("MAR") represents the basic measure of the Bank's liquidity risk: The report shows gaps in the Bank's financial flows in individual time spans and reflects potential exposure to the necessity of finding additional sources of financing on the monetary market. The MAR report comprises all the financial flows related to balance sheet transactions and off-balance sheet transactions of foreign currency exchange. The report is prepared daily. The report covers the aggregate Bank's balance sheet (all currencies) and the balance sheets in individual currencies, showing the balances that are material in terms of liquidity management, i.e. PLN, USD, EUR and CHF. The gap limits established by the ALCO are binding for the following terms: O/N, 2-7 days, 8-15 days, 1 month, 2 months, 3 months, 6 months and 1 year. The liquidity gap above one year is not covered by limits but is subject to monitoring. In calculating the gap, statistical research is taken into account, for example, in the area of the deposit base stability and the assumptions relating to the share of the individual product groups in the Bank's balance sheet structure. In the monthly cycle, stress tests are performed which take account of the potential threats resulting, for example, from the banking system crisis and the related limitations to the market liquidity. Additionally, in order to assess the liquidity risk, the Market Risk Department monitors the basic relationships in the Bank's balance sheet structure and analyzes changes in these relationships over time.

The measure of the assessment of the Bank's liquidity risk is the level of the modified gap in financial flows in respect of the potential sources of financing. Therefore, the gap level is compared with the possibility of obtaining additional finance from the wholesale market (other banks, investment funds, pension funds, insurance companies) and with the balance of liquid assets (mainly, liquid securities), which may be sold or pledged (as part of repo transactions or using a pawn loan from NBP) in the assumed time horizon. The levels of the modified gap in financial flows and the level of liquid assets at the end of 2004 are shown in the tables below:

The liquidity gap as at 31 December 2005 in real terms:

<i>In thousands of PLN</i>	Up to 1 month	1 to 3 months	3 months to 1 year	More than 1 year	More than 2 years
Assets	5,016,654	154,146	1,598,442	58,703	27,094,162
Equity and liabilities	4,183,916	51,737	1,093,801	19,244	28,573,409
Balance sheet gap in the period	832,738	102,408	504,642	39,459	(1,479,247)
Off-balance sheet transactions - inflows	11,400,062	3,041,963	12,306,672	750,570	6,274,824
Off-balance sheet transactions - outflows	11,411,081	3,070,666	12,505,880	722,633	6,317,732
Off-balance sheet gap in the period	(11,018)	(28,703)	(199,207)	27,937	(42,908)
Cumulative gap	821,720	895,425	1,200,859	1,268,255	(253,900)

The liquidity gap as at 31 December 2004 in real terms

<i>In thousands of PLN</i>	Up to 1 month	1 to 3 months	3 months to 1 year	More than 1 year	More than 2 years
Assets	5,491,242	664,018	831,002	40,789	28,347,407
Equity and liabilities	3,631,512	82,266	804,627	125,328	30,730,696
Balance sheet gap in the period	1,859,730	581,752	26,375	(84,539)	(2,383,289)
Off-balance sheet transactions - inflows	16,339,815	7,045,382	14,072,942	1,512,305	1,177,410
Off-balance sheet transactions - outflows	16,220,019	6,963,804	14,243,544	1,774,623	1,115,629
Off-balance sheet gap in the period	119,795	81,578	(170,602)	(262,318)	61,782
Cumulative gap	1,979,525	663,331	(144,227)	(346,856)	(2,321,507)

The liquid assets and the cumulative liquidity gap up to 1 year :

<i>In thousands of PLN</i>	31.12.2005	31.12.2004	Change
Liquid assets, including:	9,977,915	7,857,725	2,120,190
- obligatory reserve in NBP and cash surplus	773,417	902,772	(129,355)
- debt securities held-for-sale	2,293,314	1,236,291	1,057,023
- debt securities available-for-sale	6,911,184	5,718,662	1,192,522
Cumulative liquidity gap up to 1 year	1,115,952	2,498,689	(1,382,737)
Coverage of the gap with liquid assets (in %)	Positive gap	Positive gap	Non related

Pricing risk management*Scope*

Pricing risk management applies to all portfolios where income is exposed to the adverse effect of market factors, such as interest rates, foreign exchange rates, share prices, prices of mass commodities and the volatility parameters of these factors. In managing the pricing risk, two type of portfolios are identified: trading and banking. Trading portfolios cover transactions in financial instruments (balance sheet and off - balance sheet) the purpose of which is to achieve income related to the change of the market parameters within a short period. Trading portfolios are valued at market prices. The Treasury Department conducts operations on the trading portfolios comprising portfolios involving interest rate risk and foreign exchange risk. Banking portfolios comprise all the remaining balance sheet and off-balance sheet items not included in the trading portfolios. The purpose of concluding these transactions is to achieve results over the entire contractual transaction period. The Treasury Department manages the interest rate risk from the banking portfolios of all business units of the Bank. The mechanism of transferring the interest rate risk is based on an internal transfer pricing system where the Treasury Department takes over the risk to the extent in which it may be hedged through transactions on money and capital markets. The interest rate risk, which cannot be directly hedged through market transactions (e.g. the interest margin risk for products with rates managed by a given business unit and not directly related to the level of market interest rates) the risk is referred to as the residual risk. The calculation of the result on banking portfolios is performed using the accruals method - amortized cost - described in Note 2.

The Bank's balance sheet contains the following assets and liabilities:

- Fair value charged by risk (connected with interest rate):
 - Debt securities with fix rate and discount securities
 - Loans and deposits with fix rate,

- Cash flows charged by risk (connected with interest rate):
 - Debt securities with variable rate,
 - Loans and deposits with variable rate,
- Not directly charged by risk of interest rate:
 - Fixed assets,
 - Equity investments,
 - Intangible assets.

Measurement of the banking portfolios pricing risk

The Bank applies two methods for measuring the banking portfolios pricing risk:

- Interest Rate Exposure method
- Value at Close method

The risk limits are imposed on the potential changes in interest income as a result of shifting the interest rate curves by 100 bp for the basic currencies (PLN, USD, EUR), in which the Bank's assets and liabilities are denominated in the 1-year and 5- and 10-year horizon. Utilization of limits is monitored on a daily basis. The changes in the costs of closing the open interest items are also monitored in a daily cycle. The changes are regulated by limits, which when exceeded must be reported to higher management levels and the management must decide upon a further action plan.

The interest rate gap of balance exposures that belong to the banking portfolio are presented in the tables below: The tables are presented for the main currencies: PLN USD, EUR. These currencies represent over 90% of the Group's balance sheet.

Presentation of interest rate gap for balance exposures nominated in PLN

<i>In million PLN</i>	With revaluation date					Non-interest bearing	Total
	till 1M	1M - 3M	3M - 1Y	1Y - 5Y	over 5Y		
Cash and balances with central bank	1,851	503	22	240	-	-	2,616
Receivables from other bank's	1,433	17	36	-	-	-	1,486
Receivables from customers – loans	3,678	1,058	641	853	5	-	6,235
Debt securities available-for-sale	-	-	-	-	-	-	-
Treasury bills	14	15	11	-	-	-	40
Treasury bonds*	172	994	250	375	1,486	-	3,277
Other assets	-	-	-	-	-	4,577	4,577
Total assets	7,148	2,587	960	1,468	1,491	4,577	18,231
Due to banks	1,222	20	1,064	-	0	-	2,306
Due to non – banking customers	11,693	382	661	1,794	5	-	14,535
Own funds	-	-	-	-	-	5,166	5,166
Other liabilities	-	-	-	-	-	1,686	1,686
Total liabilities	12,915	402	1,725	1,794	5	6,852	23,693
Gap	(5,767)	2,185	(765)	(326)	1,486	(2,275)	(5,462)

Presentation of interest rate gap for balance exposures nominated in USD

<i>In million PLN</i>	With revaluation date					Non-interest bearing	Total
	till 1M	1M - 3M	3M – 1Y	1Y – 5Y	over 5Y		
Cash and balances with central bank	(10)	-	-	-	-	-	(10)
Receivables from other bank's	788	77	1,540	476	47	-	2,928
Receivables from customers – loans	192	72	47	42	16	-	369
Debt securities available-for-sale	-	-	-	-	-	-	-
Treasury bonds*	7	-	62	640	369	-	1,078
Other assets	-	-	-	-	-	119	119
Total assets	977	149	1,649	1,158	432	119	4,484
Due to banks	24	13	-	-	-	-	37
Due to non – banking customers	1,202	163	196	650	11	-	2,222
Other liabilities	-	-	-	-	-	112	112
Total liabilities	1,226	176	196	650	11	112	2,371
Gap	(249)	(27)	1,453	508	421	7	2,113

Presentation of interest rate gap for balance exposures nominated in EUR

<i>In million PLN</i>	With revaluation date					Non-interest bearing	Total
	till 1M	1M - 3M	3M – 1Y	1Y – 5Y	over 5Y		
Cash and balances with central bank	(106)	-	-	-	-	-	(106)
Receivables from other bank's	1,242	19	50	58	-	-	1,369
Receivables from customers – loans	958	177	18	85	8	-	1,246
Debt securities available-for-sale	-	-	-	-	-	-	-
Treasury bonds*	52	-	314	41	529	-	936
Other assets	-	-	-	-	-	104	104
Total assets	2,146	196	382	184	537	104	3,549
Due to banks	99	100	3	67	17	-	286
Due to non – banking customers	1,914	45	52	521	2	-	2,534
Other liabilities	-	-	-	-	-	75	75
Total liabilities	2,013	145	55	588	19	75	2,895
Gap	133	51	327	(404)	518	29	654

* contains polish treasury bonds nominated in PLN and foreign currencies and treasury bonds of OECD countries

Measurement of trading banking portfolios pricing risk

The ratio of sensitivity of the financial result to changes in market risk factors (interest rates, foreign exchange rates, share prices, credit risk margins for trading debt securities) is the basic operational measure of the pricing risk of the trading portfolios at the level of both operational units and the whole Bank. On the basis of the sensitivity ratios, assuming the unit value of the risk factor change (change in the general level of interest rates and credit risk margin by 1 basis point, change in foreign exchange rates and share prices by 1 percent), the risk limits are determined by currency and for each business unit separately. In the case of interest rate risk, critical values are additionally adopted for the risk items on individual segments of the interest rate curves. Risk limits are determined for individual items at the

end of each day and monitored on a daily basis.

The Value at Risk (VAR) is the measure of the pricing risk of the trading portfolios which links the effect of the items in various risk factors and takes account of the correlation between the volatility of the individual factors.

On the Bank level, VAR is measured, with the assumed time horizon for closing the items equal to 1 day and the confidence ratio of 99%. The VAR limits are determined both for foreign exchange risk and interest risk separately and for the sum of these risks.

In the daily cycle, the stress tests are performed, assuming higher changes of risk factors than those adopted in the measurement of VAR and disregarding the historical correlations between these factors.

The Bank performs stress testing of risk in three main scenarios:

- the most probable, based on historical volatility of risk factors,
- local financial crisis, and
- global financial crisis.

The two risk monitoring methods described above are supplemented by restrictions regarding:

- critical cumulative monthly loss on the portfolio,
- aggregate contracts limit
- maximum tenor
- concentration limits in the case of debt securities and owner securities.

The level of risk determined using VAR, categorized by foreign exchange risk and interest rate risk items during 2005 is shown in the table below:

	31.12.2005	31.12.2004	In the year ending 31.12.2005		
			Average	Maximum	Minimum
Foreign exchange risk	209	304	1,317	6,589	86
Interest rate risk	4,634	5,742	6,891	12,482	3,981
Total risk	4,611	5,807	7,095	13,347	4,095

Equity instruments risk

The Bank does not take a risk of equity instruments' prices increase (decrease) related to trading activity. The equity investments portfolio owned by the Bank is not classified as a trading portfolio.

Effective interest rate

The amounts below present the weighted averages of effective interest rate for receivables and liabilities of each segment of the Bank.

As at 31 December 2005:

	Corporate and Investment Bank			Consumer Bank			CitiFinancial		
	PLN	EUR	USD	PLN	EUR	USD	PLN	EUR	USD
ASSETS									
Receivables from financial and non-financial sector									
- term	5.63	3.12	4.08	21.59	-	-	30.80	-	-
Debt securities									
	4.83	2.87	3.26	-	-	-	-	-	-
LIABILITIES									
Liabilities to financial and non-financial sector									
- term	4.33	2.05	4.19	3.17	1.30	2.16	-	-	-

From 1 January 2005 financial instruments are valued at amortized cost by using the effective interest rate. The Bank did not restate the comparable data.

Currency structure

Currency structure of the Bank's assets and liabilities in core currencies was as follows:

<i>In thousands of PLN</i>	31.12.2005	31.12.2004
Assets		
PLN	24,188,639	23,877,594
EUR	3,520,229	3,034,775
USD	4,474,889	6,045,339
GBP	136,257	139,102
CHF	306,569	419,996
Other currencies	42,842	292,325
	32,669,425	33,809,131
Liabilities		
PLN	27,204,678	28,096,502
EUR	2,882,876	2,647,169
USD	2,316,092	2,644,959
GBP	182,900	141,865
CHF	47,665	139,505
Other currencies	35,214	139,131
	32,669,425	33,809,131

Credit risk management

By decision of the Bank's Management Board dated 11 May 2005, the Risk Management Head was authorized to assign responsibility for risk management control functions.

The Bank's Management Board also delegated other Credit Policy Committee functions per the Bank's credit policy manuals.

Additional risk regulations may be issued in the form of the Credit Instructions for Corporate Banking, Financial Institutions, Public Sector and Restructuring as well as in Credit Programs.

Corporate & Investment Banking risk management include the following elements:

- independent position of risk managers while business managers are also responsible for the quality of loan portfolio;
 - each credit decision has to be taken by at least two authorised persons. Larger loans, carrying higher risk, require approval from more senior persons of authority;
 - Independent Audit Department regularly inspects activities related to risk management;
 - each borrower is assigned a rating, based both on financial and quality criteria. Risk ratings help the Bank to ensure that the credit portfolio overall is at an acceptable risk level;
 - each customer of the Bank is assigned to a control unit that manages the relationship with the customer. Where customers are part of a capital group, the risk is managed on a group basis to avoid exceeding concentration limits;
 - the Bank manages risk concentration within its portfolio with approved limits as well as capital requirements for the portfolio. Credit risk limits are set for individual obligors;
 - the Bank defined principles for periodic monitoring of customers' results from their activities and identification of negative changes in their standing which require immediate communication to upper level management. This also includes opinions of specialised restructuring units;
- Credit risk guidelines related to products offered to Consumer Banking and Citifinancial customers are defined by the Bank for each of the product offered separately. Key risk management concepts are presented below:

Credit Risk evaluation is based on:

- Minimum acceptance criteria,
- Scoring models,
- Judgmental criteria,
- Use of the Credit Bureau information,
- Advanced Management Information System is used to monitor portfolio performance.

Concentration of exposure

Exposure limits

The Banking Act of 29 August 1997 (Journal of Laws of 2002 No. 72, item 665, as later amended) and its executive regulations issued by the Commission for Banking Supervision define maximum exposure limits for a bank. Under article 71 paragraph 1 of the Act, which came into force as at 1 January 2002, total balance sheet and off-balance sheet exposure from one or more capital and organisationally related entities cannot exceed 20 % of the Bank's equity when one of the entities is a parent entity or subsidiary undertaking of the Bank or is a subsidiary undertaking to a parent entity of the Bank or cannot exceed 25 % of the Bank's equity when there is no such relationship between the Bank and the borrower. Pursuant to provisions of the Resolution No. 4/2004 of the Commission for Banking Supervision dated 8 September 2004 regarding specific rules for calculating capital requirements for banking risk categories (...) (NBP Official Journal No. 15, item 25) the Bank is allowed to maintain exposure exceeding concentration limits, as defined in article 71 paragraph 1 of the Banking Act, on condition that the excess exposure relates only to transactions classified to trading portfolio. Equity for the purpose of setting concentration limits specified in the Banking Act, has been established in accordance with resolution No. 5/2004 of the Commission for Banking Supervision dated 8 September 2004 regarding specific rules for calculating equity for banks (...) (NBP Official Journal No. 15, item 26).

As at 31 December 2005, the Bank had an exposure to a related party from the banking sector exceeding the statutory debt concentration limits. The excess exposure arose by virtue of derivative transactions. As a consequence, an additional capital requirement for excess exposure was factored into the calculation of the Bank's capital adequacy ratio as at 31 December 2005.

The Bank sets out to limit its exposure to a group of customers. As at 31 December 2005, the Bank's exposure in banking portfolio transactions with customers, which exceeded 10 % of the Bank's equity, amounted to PLN 3,087,587 thousand i.e. 106.1 % of these funds (31 December 2004: PLN 1,599,880 thousand i.e. 39.7 %).

<i>In M PLN</i>	31.12.2005			31.12.2004		
	Balance Outstanding*	Off-Balance Outstanding	Total Outstanding	Balance Outstanding *	Off-Balance Outstanding	Total Outstanding
Customer 1	447,722	98,454	546,176	502,698	57,378	560,076
Group 2	257,342	286,903	544,245	153,408	356,680	510,088
Group 3	209,183	261,334	470,517	177,863	351,853	529,716
Customer 4	241,396	160,000	401,396	66	-	66
Customer 5	-	400,000	400,000	1	-	1
Group 6	1,019	376,112	377,131	3	8,251	8,254
Group 7	234,461	113,661	348,122	23,335	159,479	182,814
Group 8	80,181	203,465	283,646	127,672	164,898	292,570
Group 9	200,050	72,682	272,732	83,846	82,957	166,803
Group 10	38,848	212,455	251,303	3,801	227,468	231,269
Total 10	1,710,202	2,185,066	3,895,268	1,072,693	1,408,964	2,481,657

*Excluding outstanding on commercial papers.

Concentration of exposure in individual industries

To avoid excessive concentration of credit risk, the Bank monitors its exposure in individual industry sectors, defining the areas where the Bank's exposure should grow and the areas where chances for development are poor, and where the exposure should be reduced. In the case of large corporate customers and financial institutions, the divisions of the Bank responsible for its policy concerning exposures to particular sectors are those of Corporate Bank while the Commercial Bank exercises a similar function with respect to small and medium-sized enterprises.

The Bank's policy regarding exposures to large corporate customers active in particular sectors is developed through an identification of target markets. A key component in this identification of markets is an assessment of industry risk. To this end, specialists in particular industries carry out industry analyses. Within the framework of the target markets specified, lending programmes are drawn up with documented requirements for approving the risk involved in specific kinds of business. The higher the industry risk, the tighter the criteria for risk approval. The assessment made of the financial condition of a given industry and its development prospects is a major element in the internal rating assigned to a customer.

In terms of small and medium enterprises, the Bank's policy on exposures consists of identifying a target market by negative selection of particular industries. This involves eliminating from the target market those industries where the risk of doing business is considered unacceptable.

The Bank's policy distinguishes the following criteria as the basis for negative selection:

- industries excluded in view of their incompatibility with the characteristics of small and medium enterprises,
- industries excluded in view of their sensitivity to market factors and earnings volatility,
- industries excluded in view of their declining trends in performance.

The target market is then defined as all other industries that have not received an adverse assessment. A selective approach is admissible in relation to specific industries excluded due to sensitivity and volatility factors or to downward performance trends, whereby those customers with the highest internal ratings in those industries are retained.

Given there is a large diversity of customers representing the individual industries, the table below shows aggregated data for the Bank's exposure to the 20 largest industries in particular reporting periods.

Sector of the economy according to Polish Classification of Economic Activity (PKD)	31.12.2005 in %	31.12.2004 in %
Wholesale and sale on commission basis, except for trade with vehicles and motorcycles	16.4	19.7
Financial intermediation, except for insurance and retirement fund business	10.4	10.7
Provision of power, gas, steam and hot water	9.2	8.6
Production of food and beverages	6.4	6.7
Production of chemicals	5.2	3.7
Retail sale, except for sale of vehicles and motorcycles; repairs	3.6	2.2
Construction	3.2	3.7
Manufacture of pulp, manufacture of paper & paperboard	2.8	1.0
Sale, servicing and repair of vehicles and motorcycles, retail sale of car fuel	2.7	3.1
Production of vehicles, trailers and semi-trailers	2.6	1.9
Top 10 business sectors	62.5	61.3
Production of equipment, otherwise unclassified	2.5	3.5
Production of rubber and plastic goods	2.3	2.2
Production of other transportation equipment	2.2	2.7
Non-life Insurance and pension funding	2.2	0.1
Production of coke, oil refinery and fuel	2.2	2.1

Other business services	2.0	2.4
Postal services and telecommunications	2.0	3.4
Production of furniture; otherwise unclassified	1.7	2.1
Production of goods out of other non-metallic resources	1.5	1.5
Manufacture of other products of wood, manufacture of articles of cork, straw & weave materials	1.5	1.3
Top 20 business sectors	20.1	21.3
Other sectors	17.4	17.4
	100.0	100.0

The Bank operates exclusively in the territory of Poland. No significant connection between the location of the Bank's business outlets and credit risk was identified. Therefore, it was decided that the Bank would not present credit risk information by geographical segment.

Operational risk

Operational Risk is defined as the risk of loss resulting from inadequate or failed internal processes, people or systems, or from external events.

In recent years operational risk has been managed by the Bank using various tools and techniques (primarily through self assessment, checklists, limits, continuity of business plans). Following developments of the Basel Committee recommendations as well as issuance of Recommendation M by Banking Supervisory Commission the Bank's Management has strengthened qualitative as well as quantitative measures over operational risk.

Key operational risk management principles as well as roles and responsibilities of different management levels have been formalized in the "Operational Risk Policy". The Business Risk, Control and Compliance Committee is responsible for ongoing monitoring of the Bank's operational risk. Issues, events and indicators pertaining to operational risk are being regularly reported to this Committee. At the same time the management of risks (including the self assessment process) within the Bank's organizational units are subject to rated internal audit review.

As part of losses analysis the following categories are captured:

- Losses resulting from employees' mistakes (transaction capture, execution and maintenance);
- Losses resulting from external fraud and theft;
- Losses resulting from systems and technology flaws.

The overall risk level is assessed as medium, which is consistent with the scale of the Bank's operations.

44. Explanation of transition to IFRS

The presented financial statements of the Bank are the first IFRS annual financial statements, and as mentioned in Note 2, they meet the requirements of IFRS 1, which specifies the rules for preparing the first IFRS financial statements.

The accounting principles and standards that are presented in Note 2 were used to prepare the financial statements for the twelve months period to 31 December 2005. The same principles excluding IAS 32 "Financial Instruments: Recognition and Presentation" and for IAS 39 "Financial instruments: Recognition and Measurement" are applied to comparable data for the corresponding period of the previous financial year ending as at 31 December 2004 as well as to prepare the opening balance sheet in accordance with IFRS as at 1 January 2004 – i.e. the date of implementation of the new standards by the Bank. For IAS 32 and IAS 39 the Bank chose the option not to convert comparable data. 1 January 2005 is the day of transition for IAS 32 and IAS 39.

The annual financial statements of the Bank that were published previously were prepared in accordance with Polish GAAP.

When preparing the financial statements in accordance with IFRS 1, the Bank chose the option to depart from the full retrospective application of IFRS in the following cases:

- Goodwill recognized in the Bank's financial statements prepared at the date of the implementation of IFRS results from a takeover to which IFRS 3 (Business Combinations) was not applied retrospectively. As a result, the amount of goodwill was defined in accordance with previous accounting standards, as at the day of transition to IFRS. As at 1 January 2004 and as at 31 December 2004, goodwill was tested for impairment. The test did not show a necessity of recording an impairment write-down.
- The Bank adopted the revaluation of tangible fixed assets performed previously in line with the previously applied GAAP as a deemed cost.

As mentioned in Note 2, the Bank adopted early the IFRS 2, *Share-based Payment* in respect of manager option programs offered to the Bank's employees as part of the Citigroup equity benefits.

The detailed explanation of changes in the financial statements for the year 2004 resulting from transferring to IFRS

Value adjustments

- Reversal of amortization of goodwill. As at 1 January 2004, as required by IFRS, the Bank ceased to make write-downs of goodwill, and replaced them with the impairment test.
- Withdrawal of valuation under the equity method. Contrary to the previously applied accounting policies, IAS 27 does not permit valuation of subordinated entities using the equity method in stand-alone financial statements
- Recognition of revaluation reserve concerning the revaluation of tangible fixed assets in accordance with previous accounting standards through retained earnings.

With the exception of the above mentioned adjustments other comparable financial data for 2004 has been prepared in accordance with previous PAS.

Adjustments introduced as at 1 January 2005 (application of IAS 32 and IAS 39)

- In accordance with IAS 40, the Bank selected the fair value model for identified investment property. The positive difference between the fair value of a given real property and its carrying value at the moment of identification has been recorded in retained earnings.
- Change of the definition of the direct costs of obtaining financial instruments – the definition of the costs of obtaining financial instruments which qualify for deferral in time according to IFRS, differs from the definition previously applied by the Bank. In view of the above, as at 1 January 2005, the Bank adjusted the deferral of costs for the portion which does not meet the IFRS requirements in correspondence with retained earnings.
- Beginning from 1 January 2005, the Bank commenced valuation of loans at amortized cost and recognizes the debt interest income on the basis of effective interest rate. Since previously the commission related to loans and receivables was accounted for on a straight-line basis in the profit and loss account, the effect of implementing the effective interest rate on the Bank's financial statements should be considered immaterial. In the case of debt securities classified as available-for-sale, an appropriate adjustment where interest income is measured on the basis of the effective rate of securities has been introduced. The straight-line method that was used before IFRS implementation is not applied.
- As at 1 January 2005, the Bank evaluated the amounts receivable for impairment estimated in accordance with IAS 39. At the same time, as mentioned in Note 11, the Bank reversed the general risk provision, which did not comply with IFRS, and was recorded on the basis of the banking law and the accounting policies binding in the previous periods.

Significant differences between PAS and IFRS in the Bank's financial statements

In the course of preparation of the IFRS balance sheet, the Bank adjusted amounts presented in earlier financial statements, which were produced using the accounting standards previously in force (PAS). The tables below, as well as notes to the tables, explain the impact of the switch from PAS to IFRS on the Bank's financial position, financial result and cash flows:

Balance sheet as at 1 January 2004

<i>In thousands of PLN</i>	<i>Note</i>	PAS	Adjustment	IFRS
ASSETS				
Cash and balances with central bank		1,186,514		1,186,514
Financial assets held for trading		4,743,692		4,743,692
Debt securities available-for-sale		2,723,471		2,723,471
Equity investments	(a)	379,562	(55,690)	323,872
Loans and advances		22,269,387		22,269,387
Financial assets held to maturity		70,159		70,159
Tangible fixed assets		764,145		764,145
Intangible assets	(a)	1,295,012		1,295,012
Income tax assets		345,855	10,581	356,436
Other assets		250,419		250,419
Total assets		34,028,216	(45,109)	33,983,107

<i>In thousands of PLN</i>	<i>Note</i>	PAS	Adjustment	IFRS
LIABILITIES				
Due to central bank		41,145		41,145
Financial liabilities held for trading		3,651,195		3,651,195
Financial liabilities at amortized cost		22,801,290		22,801,290
Provisions		447,331		447,331
Income tax liabilities		-		-
Other liabilities		1,140,325		1,140,325
Total liabilities		28,081,286		28,081,286
EQUITY				
Share capital		522,638		522,638
Share premium		3,044,585		3,044,585
Revaluation reserve	(b)	(13,212)	(29,520)	(42,732)
Other reserves		2,115,273		2,115,273
Retained earnings	(a)(b)	277,646	(15,589)	262,057
Total equity		5,946,930	(45,109)	5,901,821
Total liabilities and equity		34,028,216	(45,109)	33,983,107

IFRS adjustments:**a) Withdrawal of equity method**

1)	Decrease of equity investments	(55,690)
2)	Increase of deferred income tax assets	10,581
3)	Decrease of retained earnings	(45,109)

b) Transfer of revaluation reserve to retained earnings in relation to the revaluation of tangible fixed assets in accordance with previous accounting standards.

1)	Decrease of revaluation reserve	(29,520)
2)	Increase of retained earnings	29,520

Impact on settlements in respect of deferred income tax and retained earnings

Assets in respect of deferred income tax

1)	Impact of withdrawal of equity method	10,581
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Retained earnings

1)	Impact of withdrawal of equity method	(45,109)
2)	Transfer of revaluation reserve to retained earnings in relation to the revaluation of tangible fixed assets in accordance with previous accounting standards.	29,520
	Total impact	(15,589)

Balance sheet as at 31 December 2004

<i>In thousands of PLN</i>	<i>Note</i>	PAS	Adjustment	IFRS
ASSETS				
Cash and balances with central bank		841,114		841,114
Financial assets held for trading		5,316,962		5,316,962
Debt securities available-for-sale		6,091,194		6,091,194
Equity investments available-for-sale	(a)	435,284	(102,773)	332,511
Loans and advances		18,498,769		18,498,769
Tangible fixed assets		711,710		711,710
Intangible assets	(b)	1,237,133	72,445	1,309,578
Income tax assets		217,678	19,527	237,205
Other assets	(a)	470,088		470,088
Total assets		33,819,932	(10,801)	33,809,131

<i>In thousands of PLN</i>	<i>Note</i>	PAS	Adjustment	IFRS
LIABILITIES				
Due to central bank		718		718
Financial liabilities held for trading		4,194,290		4,194,290
Financial liabilities at amortized cost		21,974,328		21,974,328
Provisions		216,717		216,717
Income tax liabilities		23,509		23,509
Other liabilities		1,257,585		1,257,585
Total liabilities		27,667,147		27,667,147
EQUITY				
Share capital		522,638		522,638
Share premium		3,044,585		3,044,585
Revaluation reserve	(c)	19,651	(29,022)	(9,371)
Other reserves	(c)	2,116,561	(498)	2,116,063
Retained earnings	(a)(b)(c)	449,350	18,719	468,069
Total equity		6,152,785	(10,801)	6,141,984
Total liabilities and equity		33,819,932	(10,801)	33,809,131

Explanation of adjustments**a) Withdrawal of equity method**

1)	Decrease of equity investments	(102,773)
2)	Increase of assets in respect of deferred income tax	19,527
3)	Decrease of retained earnings	(83,246)

b) Reversal of goodwill amortization

1)	Increase of goodwill	72,445
2)	Increase of retained earnings	72,445

c) Transfer of revaluation reserve to retained earnings in relation to the revaluation of tangible fixed assets in accordance with previous accounting standards.

1)	Decrease of revaluation reserve	(29,022)
2)	Decrease of other reserves	(498)
3)	Increase of retained earnings	29,520

*Impact on settlements in respect of deferred income tax and retained earnings***Assets in respect of deferred income tax**

1)	Impact of withdrawal of equity method	19,527
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Retained earnings

1)	Impact of withdrawal of equity method	(83,246)
2)	Impact of withdrawal of equity method	72,445
3)	Recognition of revaluation reserve in the part concerning the revaluation of tangible fixed assets in accordance with previous accounting standards	29,520
	Total impact	18,719

Balance sheet as at 1 January 2005

<i>In thousands of PLN</i>	<i>Note</i>	PAS	Adjustment	IFRS
ASSETS				
Cash and balances with central bank		841,114		841,114
Financial assets held for trading		5,316,962		5,316,962
Debt securities available-for-sale		6,091,194		6,091,194
Equity investments	(a)	435,284	(102,773)	332,511
Loans and advances	(c)(e)(h)(i)	18,498,769	(68,321)	18,430,448
Tangible fixed assets	(f)(j)	711,710	31,475	743,185
Intangible assets	(b)	1,237,133	72,445	1,309,578
Income tax assets	(a)(c)(e)(f)	217,678	15,675	233,353
Other assets	(c)(i)	470,088	(68,298)	401,790
Total assets		33,819,932	(119,797)	33,700,135

<i>In thousands of PLN</i>	<i>Note</i>	PAS	Adjustment	IFRS
LIABILITIES				
Due to central bank		718		718
Financial liabilities held for trading		4,194,290		4,194,290
Financial liabilities at amortized cost	<i>(i)</i>	21,974,328	751,277	22,725,605
Provisions	<i>(e)(i)</i>	216,717	(156,935)	59,782
Income tax liabilities		23,509		23,509
Other liabilities	<i>(e)(h)</i>	1,257,585	(765,260)	492,325
Total liabilities		27,667,147	(170,918)	27,496,229
EQUITY				
Share capital		522,638		522,638
Share premium		3,044,585		3,044,585
Revaluation reserve	<i>(d)(g)</i>	19,651	(26,543)	(6,892)
Other reserves, of which:	<i>(g)</i>	2,116,561	(498)	2,116,063
Retained earnings	<i>(a)(b)(c)(d)(e)(f)(g)</i>	449,350	78,162	527,512
Total equity		6,152,785	51,121	6,203,906
Total liabilities and equity		33,819,932	(119,797)	33,700,135

Explanation of adjustments

a) Withdrawal of equity method

1)	Decrease of equity investments	(102,773)
2)	Increase of deferred income tax	19,527
3)	Decrease of retained earnings	(83,246)

b) Reversal of goodwill amortization

1)	Increase of goodwill	72,445
2)	Increase of retained earnings	72,445

c) Change of definition of the direct costs of obtaining financial instruments

1)	Increase of loans and advances	22,218
2)	Increase of deferred income tax	4,304
3)	Decrease of other assets	(44,873)
4)	Decrease of retained earnings	(18,351)

d) Application of effective interest rate and valuation of debt securities available-for-sale

1)	Increase of revaluation reserve	2,479
2)	Decrease of retained earnings	(2,479)

e) Impairment

1)	Decrease of loans and advances	(210,587)
2)	Decrease of incurred interest	(581,465)
3)	Decrease of deferred income tax	(6,626)
4)	Decrease of provisions	(156,851)
5)	Decrease of other liabilities	(715,580)
6)	Increase of retained earnings	73,753

f) Valuation of identified investment properties

1)	Increase of tangible fixed assets	8,050
2)	Decrease of deferred income tax	(1,530)
3)	Increase of retained earnings	6,520

g) Transfer of revaluation reserve to retained earnings in relation to the revaluation of tangible fixed assets in accordance with previous accounting standards.

1)	Decrease of revaluation reserve	(29,022)
2)	Decrease of other reserves	(498)
3)	Increase of retained earnings	29,520

*Presentational changes***h) Reclassification of outstanding commission, less the direct costs of obtaining financial instruments**

1)	Decrease of loans and advances	(49,680)
2)	Decrease of other commitments	(49,680)

i) Presentation of offsetting of receivables and liabilities in separate items

1)	Increase of loans and advances	751,193
2)	Increase of financial liabilities valued by amortized cost	751,277
3)	Decrease of provisions	(84)

j) Identification of investment properties

1)	Increase of tangible fixed assets	23,425
2)	Decrease of other assets	(23,425)

The amount of real estate taken over for debts and reclassified as investments is presented in the note. Moreover, the Bank identified own real estate as investment properties amounting to PLN 23,448 thousand. Investment properties are shown in the "Tangible fixed assets" item.

*Impact on settlements in respect of deferred income tax and retained earnings***Assets in respect of deferred income tax**

1)	Impact of withdrawal of equity method	19,527
2)	Impact of change of definition of the direct costs of obtaining financial instruments	4,304
3)	Impact of recognition of receivables' impairment	(6,626)
4)	Impact of valuation of identified investment properties	(1,530)
	Total impact	15,675

Retained earnings

1)	Impact of withdrawal of equity method	(83,246)
2)	Impact of reversal of goodwill amortization	72,445
3)	Impact of change of definition of the direct costs of obtaining financial instruments	(18,351)
4)	Application of effective interest rate and valuation of debt securities available-for-sale as amortized cost	(2,479)
5)	Impact of recognition of receivables' impairment	73,753
6)	Impact of valuation of identified investment properties	6,520
7)	Transfer of revaluation reserve to retained earnings in relation to the revaluation of tangible fixed assets in accordance with previous accounting standards.	29,520
	Total impact	78,162

Income statement for the period between 1 January 2004 to 31 December 2004

<i>In thousands of PLN</i>	<i>Note</i>	PAS	Adjustment	IFRS
Interest and similar income		1,686,319		1,686,319
Interest expense and similar charges		(753,892)		(753,892)
Net interest income		932,427		932,427
Fee and commission income		556,996		556,996
Fee and commission expense		(65,390)		(65,390)
Net fee and commission income		491,606		491,606
Dividend income	(a)	8,984	4,257	13,241
Net income on financial instruments valued at fair value through profit and loss account		43,782		43,782
Net gain on investment (deposit) securities		36,596		36,596
Net profit on foreign exchange		360,352		360,352
Other operating income		128,828		128,828
Other operating expenses	(b)	(114,382)	72,445	(41,937)
Net other income		14,446	72,445	86,891
General administrative expenses		(1,265,457)		(1,265,457)
Depreciation expense		(142,179)		(142,179)
Profit / (loss) on sale of tangible fixed assets		4,214		4,214
Net impairment losses	(a)	53,111	(51,340)	1,771
Profit before tax		537,882	25,362	563,244
Income tax expense	(a)	(123,668)	8,946	(114,722)
Net profit		414,214	34,308	448,522

Explanation of adjustments**a) Withdrawal of equity method**

1)	Decrease of (net) impairment write-downs	(51,340)
2)	Increase of dividend income	4,257
3)	Decrease of corporate income tax liabilities	8,946

b) Reversal of goodwill amortization

1)	Increase of profit on other operating income/expenses	72,445
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Cash flow

Value adjustments related to the cash flow statement results directly from adjustments of items in the balance sheet and income statement.

Differences between the information disclosed in these financial statements and previously published in the report for 2005.

The annual financial statements for 2005 include changes as compared to the previously quarterly report for the fourth quarter of 2005, following verification of the financial data.

The effect of changes made on the key financial statements captions of the Bank is presented in the table below:

<i>In thousands of PLN</i>	31.12.2005
Total assets	
Previously published	32,631,259
Effect of changes	38,166
Total assets after changes	32,669,425
Net profit	
Previously published	582,259
Effect of changes	6,986
Net profit after changes	589,245
Shareholders' capital	
Previously published	5,164,508
Effect of changes	6,986
Shareholders' capital-after	5,171,494

45. Capital adequacy

The capital adequacy ratio was calculated according to the rules stated in the Resolution No. 4/2004 of the Commission for Banking Supervision of 8 September 2004 on the scope and detailed rules of stating capital requirements with respect to particular types of risk (...) (NBP Official Gazette No. 15, item 25 as amended).

	31.12.2005	31.12.2004
Total capital requirement	1,731,032	1,735,363
Funds held by the entity, including:	2,892,068	4,010,189
Primary funds (including reductions)	3,333,385	4,364,234
Counterpart funds	(64,554)	19,650
Reductions of the total primary and counterpart funds	376,763	373,695
Capital adequacy ratio	13.37	18.49

The decrease in the capital adequacy ratio mainly results from a decrease in the Bank's own equity as a result of allocation of part of supplementary capital and revaluation reserve amounting to PLN 1,149,804 thousand for dividend payment. The rest of the dividend amount of PLN 414,191 thousand originating from profit from 2004 has not been taken into account in the calculation of the Bank's own equity.

46. Statement of the Bank's Management Board

Accuracy and fairness of the statements presented

To the best knowledge of the Bank's Management Board, the annual financial data and the comparative data presented in the "Annual Financial Statements of the Bank Handlowy w Warszawie SA 2005" were prepared consistently with the accounting standards in force and reflect the accurate, true and fair view of assets and financial position as well as the financial profit or loss of the Bank. The Annual Report on Activities of the Management Board contained in this document is a true representation of the development, achievements and situation (together with a description of the main risks) of the Bank in 2005.

Selection of the entity authorized to examine financial statements

The entity authorized to examine financial statements, reviewing the annual financial statements of Bank Handlowy w Warszawie SA, was selected consistently with the legal regulations. This entity along with the registered auditor met the conditions necessary for issuing an impartial and independent opinion on the review, consistently with the respective regulations of the Polish law.

Signatures of all Management Board Members

27.03.2006	Sławomir Sikora	President of Management Board	
.....
Date	Name	Position / function	Signature

27.03.2006	Sanjeeb Chaudhuri	Vice- President of Management Board	
.....
Date	Name	Position / function	Signature

27.03.2006	Witold Zieliński	Vice- President of Management Board	
.....
Date	Name	Position / function	Signature

27.03.2006	Lidia Jabłonowska-Luba	Member of Management Board	
.....
Date	Name	Position / function	Signature

27.03.2006	Michał H. Mrozek	Member of Management Board	
.....
Date	Name	Position / function	Signature