

**ANNOUNCEMENT**  
**OF THE MANAGEMENT BOARD OF BANK HANDLOWY W WARSZAWIE S.A.**  
**WITH ITS REGISTERED OFFICE IN WARSAW**  
**ON CONVENING THE ORDINARY GENERAL MEETING**

of Bank Handlowy w Warszawie Spółka Akcyjna, a joint-stock company with its registered office in Warsaw, ul. Senatorska 16, 00-923 Warsaw, registered in the District Court for the Capital City of Warsaw, 12<sup>th</sup> Commercial Division of the National Court Register, under KRS number 0000001538; entry dated February 22, 2001 (further: the “**Bank**”).

**1. DATE, TIME AND VENUE OF THE ANNUAL GENERAL MEETING AND ITS DETAILED AGENDA**

**1.1 Date, time and venue:**

The Bank’s Management Board, acting pursuant to Article 395 § 1 and Article 399 § 1 of the Polish Code of Commercial Companies and § 8 section 1 of the Bank’s Articles of Association, hereby convenes the Ordinary General Meeting (further: the “**Meeting**”) to be held at 11:00 a.m. on June 17, 2021 at 7/9 Traugutta Street, Warsaw, Poland.

**1.2 Agenda:**

- 1 Opening of the Meeting.
- 2 Election of the Chairperson of the Meeting.
- 3 Confirmation that the Meeting has been duly convened and is capable of taking valid resolutions.
- 4 Adoption of the agenda.
- 5 Taking resolutions on:
  - 1) consideration and approval of the annual financial statements of Bank for the financial year ended December 31, 2020;
  - 2) consideration and approval of the annual consolidated financial statements of the Capital Group of Bank for the financial year ended December 31, 2020;
  - 3) consideration and approval of the report on the activity of the Bank and the Capital Group of the Bank;
  - 4) granting of approval of the performance by the members of the Bank’s Management Board of duties in 2020;
  - 5) consideration and approval of the Bank’s Supervisory Board’s report on its activity for the period from the date of the Bank’s Ordinary General Meeting in 2020 to the date of the Bank’s Ordinary General Meeting in 2021 containing: assessment of reports on activities and financial statements of the Bank and the Capital Group of the Bank in year 2020, assessment of the Management Board’s motion on the distribution of the net profit for year 2020, reports and assessments as defined in approved for use by the Bank the Principles of Corporate Governance for Supervised Institutions and the Best Practice for GPW Listed Companies 2016, assessment of the functioning of the Remuneration Policy in

the Bank as well as reports on remuneration of the Management Board members and members of the Supervisory Board of Bank Handlowy w Warszawie S.A. in the years 2019-2020;

- 6) opinion to the Supervisory Board's report on remuneration of the Management Board members and members of the Supervisory Board of Bank Handlowy w Warszawie S.A. in the years 2019-2020;
  - 7) granting of approval of the performance by the members of the Bank's Supervisory Board of duties in 2020;
  - 8) distribution of the net profit for year 2020;
  - 9) division of the undivided profits from previous years;
  - 10) determination of number of members of the Supervisory Board and appointment of the Bank's Supervisory Board for the new term of office;
  - 11) amendment to the Articles of Association of Bank Handlowy w Warszawie S.A.
6. Closing of the Meeting.

## **2. ELECTRONIC COMMUNICATION BETWEEN SHAREHOLDERS AND THE BANK**

Subject to the restrictions provided for in the Code of Commercial Companies, the Bank's shareholders may contact the Bank by electronic means of communication. In particular, shareholders of the Bank may file motions, requests and inquiries and submit notifications and documents.

The Bank's shareholders communicate with the Bank by electronic means using a dedicated e-mail address: [wza@citi.com](mailto:wza@citi.com). The risk connected with the use of electronic means of communication by the Bank's shareholder in dealings with the Bank rests with the shareholder.

A person exercising the right of electronic communication with the Bank should prove the shareholder status or the entitlement to participate in the Meeting. In order to do so, such person is obliged to send to the Bank by e-mail at [wza@citi.com](mailto:wza@citi.com) the following documents attached to the request, motion, draft resolution, inquiry or notification:

- (a) a scan of a depositary receipt or of a certificate of eligibility to participate in the Meeting, issued by the entity that keeps the securities account or a collective account on which shares held in the Bank by the shareholder (shareholders) are recorded, confirming that this actually is a shareholder (these actually are shareholders) of the Bank, and also:
- (b) in the case of an individual – a scan of the identity card or passport (containing data enabling the holder's identification),
- (c) in the case of a legal person or an unincorporated organizational unit – a scan of an excerpt from the register applicable to this person or unit.

When a shareholder electronically sends to the Bank documents the originals of which were drawn up in a language other than Polish, their certified translations into Polish done by a sworn translator must be attached by such shareholder. All documents sent by a shareholder to the Bank and by the Bank to a shareholder by electronic means must be scanned to PDF format.

**3. THE BANK'S SHAREHOLDER'S RIGHT TO REQUEST PLACEMENT OF INDIVIDUAL ITEMS ON THE MEETING AGENDA PRIOR TO THE MEETING DATE**

A shareholder or shareholders of the Bank representing at least one-twentieth of the Bank's share capital may request placement of specific items on the Meeting agenda. Such request may be filed with the Bank's Management Board not later than twenty-one days prior to the Meeting date, i.e. by May 27, 2021.

The request to place specific items on the Meeting agenda should contain a justification or draft resolution concerning the proposed agenda item. The request may be filed in writing or electronically in accordance with the principles described in section 2 above.

To the request being filed electronically and in writing, a shareholder or shareholders of the Bank must attach a copy of the depositary receipt or a certificate issued by the entity that keeps the securities account or a collective account on which shares held in the Bank by the shareholder (shareholders) are recorded, confirming that this actually is a shareholder (these actually are shareholders) of the Bank and confirming the fact that the shareholder(s) represent(s) at least one twentieth part of the Bank's share capital.

**4. SHAREHOLDER'S RIGHT TO SUBMIT DRAFT RESOLUTIONS CONCERNING ITEMS PLACED ON THE MEETING AGENDA PRIOR TO THE MEETING DATE OR ITEMS TO BE PLACED ON THE AGENDA PRIOR TO THE MEETING DATE**

A shareholder or shareholders of the Bank representing at least one-twentieth of the Bank's share capital may, prior to the date of the Meeting, submit to the Bank in writing or electronically, in accordance with the principles described in section 2 above, draft resolutions concerning the items placed on the Meeting agenda or items to be placed on the Meeting agenda prior to the Meeting date.

To the submission being filed electronically and in writing, a shareholder or shareholders of the Bank must attach a copy of the depositary receipt or a certificate issued by the entity that keeps the securities account or a collective account on which shares held in the Bank by the shareholder (shareholders) are recorded, confirming that this actually is a shareholder (these actually are shareholders) of the Bank and confirming the fact that the shareholder(s) represent(s) at least one twentieth part of the Bank's share capital.

**5. THE SHAREHOLDER'S RIGHT TO SUBMIT DRAFT RESOLUTIONS CONCERNING ITEMS PLACED ON THE AGENDA DURING THE MEETING**

During the Meeting, each of the Bank's shareholders may submit draft resolutions concerning the items placed on the agenda.

**6. NOTICE ABOUT THE MANNER OF EXERCISING VOTING RIGHT BY A PROXY, INCLUDING ABOUT THE FORMS USED BY THE PROXY FOR VOTING AND ABOUT THE MANNER OF NOTIFYING THE BANK BY MEANS OF ELECTRONIC COMMUNICATION OF A PROXY APPOINTMENT**

The Bank's shareholder being an individual may attend the Meeting and exercise the voting right both in person and also through a proxy.

The Bank's shareholder other than an individual may attend the Meeting and exercise the voting right through a person or persons authorized to submit declarations of will on its behalf and also through a proxy.

A power of attorney to attend the Meeting and to exercise the voting right must be granted in writing or in the electronic form, otherwise it will be null and void. A power of attorney granted electronically does not have to be signed with a secure electronic signature verified by way of a qualified certificate.

The forms enabling exercise of the voting right through a proxy are made available from the date of convening the Meeting on the Bank's website at <https://www.citibank.pl/poland/homepage/english/general-meetings-17062021.htm>

The power of attorney forms were prepared separately for the Bank's shareholders who are natural persons and separately for the Bank's shareholders not being natural persons.

A shareholder holding shares that are recorded on the collective account may appoint separate proxies to exercise the rights attached to the shares recorded on this account.

## **6.1 Written power of attorney**

When a shareholder has granted a power of attorney in writing, the proxy is obliged to produce the following documents at the time of preparing the attendance list:

- (a) the original of the power of attorney containing details of the principal or of the persons acting on the principal's behalf in accordance with the principles of representation in force at the principal's place;
- (b) an identity card or a passport (containing data enabling the holder's identification) of a proxy being a natural person,
- (c) an excerpt from the register applicable to a proxy being a legal person or an unincorporated organizational unit.

If a power of attorney is not granted by a natural person, the proxy is obliged to additionally show at the list preparation stage:

- (a) a scan of an excerpt from the register in which the shareholder is entered; or
- (b) a scan of another document confirming the powers of persons acting on behalf of such shareholder.

If any of the documents listed above is drawn up in a language other than Polish, their certified translations into Polish done by a sworn translator must be attached by such proxy.

## **6.2 Notifying the Bank by means of electronic communication of a power of attorney being granted**

Shareholders notify the Bank electronically of a power of attorney being granted using the dedicated e-mail address: [wza@citi.com](mailto:wza@citi.com)

In the notification of granting a power of attorney, the Bank's shareholder provides his/her telephone number and e-mail address, as well as his/her proxy's telephone number and email address, by way of which the Bank will be able to communicate with the shareholder and the proxy. The notification of granting a power of attorney should also specify the scope of the power of attorney, i.e. indicate the number of shares with respect to which voting rights will be exercised and the date of the Meeting at which such voting rights will be exercised.

Together with the electronic notification of granting a power of attorney, the shareholder sends the following documents to the Bank:

- (a) a scan of the power of attorney (save for the instructions on exercising the voting right by the proxy) containing details of the principal or of the persons acting on the principal's behalf in accordance with the principles of representation in force at the principal's place,

- (b) a scan of an identity card or a passport (containing data enabling the holder's identification) of a proxy being a natural person,
- (c) a scan of an excerpt from the register applicable to a proxy being a legal person or an unincorporated organizational unit,
- (d) e-mail address for communication with the shareholder or the shareholder's proxy.

The documents referred to in point 2 should be attached to the notification.

The principles described above apply accordingly to electronic notifications sent to the Bank with respect to revocations of powers of attorney.

Electronic notifications of granting or revoking a power of attorney should be sent no later than 3:00 p.m. on the day preceding the Meeting date.

The principles described above do not release the proxy from the obligation to produce identification documents at the time of preparing the list of attendance of the persons eligible to attend the Meeting.

### **6.3 Verification of validity of the power of attorney and identification of the shareholder and proxy**

In order to verify validity of the power of attorney granted electronically and to identify the Bank's shareholder and proxy, the Bank – following receipt of an electronic notification of granting a power of attorney as per the provisions of section 6.2 – checks whether the information and scans of the documents listed in section 6.2 have been enclosed and, for persons other than natural persons, whether the power of attorney has been granted by persons authorized to represent a given entity.

The Bank is authorized to make contacts by telephone, using the telephone number designated by the shareholder as per section 6.2, or send a return e-mail message, in order to verify the fact of granting a power of attorney in the electronic form by a given shareholder of the Bank. The Bank is authorized to contact both the shareholder and the proxy.

The Bank may additionally take other measures to identify the shareholder and the proxy in order to verify validity of the power of attorney granted in the electronic form, however such measures will be proportionate to their purpose.

The notification of granting or revoking a power of attorney in the electronic form filed in breach of the requirements designated in section 6.2 will not be binding on the Bank.

### **6.4 Power of attorney granted to the Bank's Management Board member or employee**

The Bank's Management Board members and employees may act as proxies for the Bank's shareholders at the Meeting.

If a proxy for the Bank's shareholder at the Meeting is:

- (a) a member of the Bank's Management Board;
- (b) a member of the Bank's Supervisory Board;
- (c) an employee of the Bank; or
- (d) a member of authorities or an employee of the Bank's subsidiary;

the power of attorney may authorize its holder to represent the shareholder at one Meeting only. The proxy must disclose to the Bank's shareholder any circumstances indicating existence or likely occurrence of a conflict of interests. In such case, granting a further power of attorney is excluded.

If a proxy referred to above is appointed, the Bank's shareholder will provide such proxy with voting instructions and the proxy is obliged to vote in accordance with such instructions.

**6.5 Power of attorney granted to the Bank's shareholder**

The Bank's shareholder may, as a proxy acting for another shareholder, vote on adoption of resolutions concerning his/her liability to the Bank for any reason whatsoever including acknowledgment of the fulfilment of duties, release from an obligation towards the Bank or dispute between the shareholder and the Bank, subject to fulfilment of the requirements referred to in section 6.4 above.

**7. POSSIBILITY AND MANNER OF ATTENDANCE AT THE MEETING USING ELECTRONIC MEANS OF COMMUNICATION**

The Bank shall provide for the ability to participate in the Meeting by electronic means of communication.

The terms and conditions of participation in the Meeting using electronic means of communication have been specified in the enclosure herewith.

Use of that form of participation in the Meeting will be possible via a link which will be sent to the shareholder, after a positive verification of their eligibility, on June 15, 2021, by 5:00 p.m. at the latest.

**8. NOTE ABOUT THE MANNER OF MAKING STATEMENTS DURING THE MEETING USING ELECTRONIC MEANS OF COMMUNICATION**

The terms and conditions of participation in the Meeting using electronic means of communication have been specified in the enclosure herewith. Shareholders will be able to make statements during the Meeting debates via a text messenger software as provided thereby.

**9. NOTE ABOUT THE MANNER OF EXERCISING VOTING RIGHTS BY CORRESPONDENCE OR USING ELECTRONIC MEANS OF COMMUNICATION**

The Bank does not provide for the ability to exercise voting rights by correspondence. The terms and conditions of participation in the Meeting using electronic means of communication, including exercise of the right to vote, have been specified in the enclosure herewith.

**10. NOTE ABOUT THE SHAREHOLDER'S RIGHT TO ASK QUESTIONS REGARDING ITEMS PLACED ON THE MEETING AGENDA**

Pursuant to Art. 402 (2) point 1) letter h) of the Commercial Companies Code shareholders have the right to ask questions regarding items placed on the Meeting agenda. The right to ask questions shall be exercised on the principles set out in point 2 above.

Questions may be asked electronically as specified in point 2 above or directly during the Meeting. In the event of using electronic means, questions should be sent to the Bank no later than 3:00 p.m. on the day preceding the Meeting.

## **11. DATE OF REGISTRATION FOR ATTENDANCE AT THE GENERAL MEETING**

Under article 406 (1) of the Code of Commercial Companies, the date of registration for attendance at the Meeting is June 1, 2021 (further: the **Registration Date**) falling 16 days prior to the Meeting date.

## **12. NOTE ABOUT ELIGIBILITY TO ATTEND THE MEETING**

Only persons who are shareholders of the Bank as at the Registration Date are eligible to attend the Meeting.

At the request made by a holder of dematerialized bearer shares not earlier than after publication of the announcement on convening the Meeting and not later than on the first business day after the Registration Date, that is not later than on June 2, 2021, the entity keeping the securities account will issue a personal certificate of eligibility to attend the Meeting.

The list of bearer share holders eligible to attend the Meeting is determined by the Bank based on the list drawn up by the National Depository for Securities (*KDPW*) as per the regulations governing trading in financial instruments.

The National Depository for Securities will draw up the list referred to above on the basis of lists sent not later than twelve days prior to the Meeting date by entities eligible under the regulations governing trading in financial instruments. The certificates of eligibility to attend the Meeting will serve as the basis for drawing up the lists sent to the National Depository for Securities.

## **13. LIST OF SHAREHOLDERS**

Under article 407 § 1 of the Code of Commercial Companies, the list of the shareholders eligible to attend the Meeting will be put on display at the Bank's registered office in Warsaw, at ul. Senatorska 16, from 9:00 a.m. to 3:00 p.m., three business days prior to the Meeting date.

The list of shareholders referred to above will be drawn up based on the list prepared and made available to the Bank by the National Depository for Securities as per article 406(3) § 4 and § 6 of the Code of Commercial Companies.

The Bank's shareholder may request a list of the shareholders eligible to attend the Meeting to be sent to him/her free of charge by e-mail, providing his/her e-mail address to which such list should be sent. The request should be sent to the Bank's address designated in section 2 hereof.

Under article 407 § 2 of the Code of Commercial Companies, the Bank's shareholder is entitled to request copies of the motions filed with respect to the items placed on the agenda one week prior to the Meeting.

## **14. ACCESS TO DOCUMENTS**

The full content of the documents (including the Bank's financial statements for 2020) to be presented at the Meeting together with draft resolutions (and – if no resolution is to be adopted on a given matter – the Management Board's comments) will be displayed on the Bank's website: <https://www.citibank.pl/poland/homepage/english/general-meetings-17062021.htm> as of the date of the Meeting being convened, as per article 402(3) § 1 of the Code of Commercial Companies.

**15 ADDRESS OF WEBSITE WHERE THE INFORMATION ON THE MEETING WILL BE MADE AVAILABLE**

All information concerning the Meeting will be made available on the Bank's website: <https://www.citibank.pl/poland/homepage/english/general-meetings-17062021.htm>

**16 OTHER INFORMATION**

The Management Board gives notice that the Meeting session will be broadcast in real time via the Internet. The recommended Internet connection speed is 4Mbps or higher.

The real-time broadcast of the Meeting session will be available on the website: <https://www.citibank.pl/poland/homepage/english/general-meetings-17062021.htm>

In order to access the broadcast of the Meeting session in real time, the shareholder should choose the link: <https://www.citibank.pl/poland/homepage/english/general-meetings-17062021.htm> and click "The transmission of the General Meeting session".

The shareholders sending notifications concerning powers of attorney or other documents referred to in point 2 above by electronic means incur the risks related thereto, in particular those arising from inability to communicate or to exercise the voting rights during the Meeting as a result of temporary or permanent breakdown of or disturbances in the power grid or telecommunications infrastructure within the meaning of the Telecommunications Law of July 16, 2004 (i.e. Journal of Laws 2021 item 576).

**17 ACCORDING TO ART. 402 § 2 OF THE COMMERCIAL COMPANIES CODE THE BANK PROVIDES THE CONTENTS OF THE PROPOSED AMENDMENTS TO THE BANK'S ARTICLES OF ASSOCIATION**

Change of the wording of § 16 sec. 2 and § 18 sec. 1 of the Articles of Association

**The current wording of § 16 sec. 2 of the Articles of Association:**

*The Supervisory Board shall adopt is regulations, which shall in detail provide for its proceedings.*

**The current wording of § 18 sec. 1 of the Articles of Association:**

*Besides the rights and obligations provided for in applicable laws and other matters provided for in these Articles of Association, the Supervisory Board's responsibilities include the following:*

- 1) *appointing and recalling the President of the Management Board*

**The proposed wording of § 16 sec. 2 of the Articles of Association:**

*The Supervisory Board shall adopt is regulations, which shall in detail provide for its proceedings and inform the General Meeting of Shareholders of the adopted regulations.*

**The proposed wording of § 18 sec. 1 of the Articles of Association:**

*Besides the rights and obligations provided for in applicable laws and other matters provided for in these Articles of Association, the Supervisory Board's responsibilities include the following:*

- 1) *appointing and recalling the President of the Management Board in a secret*



- in a secret ballot,*
- 2) *appointing and recalling in secret ballot of Vice-Presidents and other members of the Bank's Management Board,*
  - 3) *determining the terms and conditions of agreements which cover contracts of employment or other legal relationship among members of the Management Board and the Bank,*
  - 4) *granting consent to the opening and closing of a branch office abroad,*
  - 5) *resolving upon regulations of the Supervisory Board and approving the following regulations adopted by the Bank's Management Board:*
    - a) *regulations of the Management Board of the Bank,*
    - b) *regulations for the application of special funds created out of the net profit,*
  - 6) *granting prior consent to any disposition of the Bank's fixed assets with value in excess of 1/10 of the Bank's share capital,*
  - 7) *appointing the external auditor to audit and review the financial statements,*
  - 8) *granting consent for the employment and dismissal (after giving a hearing) of the person in charge of the internal Audit Department and of the person in charge of the compliance unit, upon the motion of the Management Board of the Bank,*
  - 9) *granting consent for the conclusion by the Bank of a material agreement with a shareholders who holds at least 5% of the total vote in the Bank or with entity associated with the Bank,*
  - 10) *performing supervision over the introduction of the management system in the Bank and conducting the assessment of the adequacy and effectiveness of such system, including*
- ballot,*
- 2) *appointing and recalling in secret ballot of Vice-Presidents and other members of the Bank's Management Board,*
  - 3) *determining the terms and conditions of agreements which cover contracts of employment or other legal relationship among members of the Management Board and the Bank,*
  - 4) *granting consent to the opening and closing of a branch office abroad,*
  - 5) *resolving upon regulations of the Supervisory Board and approving the following regulations adopted by the Bank's Management Board:*
    - a) *regulations of the Management Board of the Bank,*
    - b) *regulations for the application of special funds created out of the net profit,*
  - 6) *granting prior consent to any disposition of the Bank's fixed assets with value in excess of 1/10 of the Bank's share capital,*
  - 7) *appointing the external auditor to audit and review the financial statements,*
  - 8) *granting consent for the employment and dismissal (after giving a hearing) of the person in charge of the internal Audit Department and of the person in charge of the compliance unit, upon the motion of the Management Board of the Bank,*
  - 9) *granting consent for the conclusion by the Bank of a material agreement with a shareholders who holds at least 5% of the total vote in the Bank or with entity associated with the Bank,*
  - 10) *performing supervision over the introduction of the management system in the Bank and conducting the assessment of the adequacy and effectiveness of such system, including*

*supervision over the introduction of the risk management system and conducting an annual assessment of the adequacy and effectiveness of such system, as well as supervision over the introduction of the internal control system and conducting an annual assessment of the adequacy and effectiveness of such system, taking into account the assessment of adequacy and effectiveness of control functions, the compliance unit and the Audit Department and the assessment of effectiveness of the non-compliance risk management by the Bank,*

- 11) *approving a strategy of the Bank's activity and the rules of prudent and stable management of the Bank,*
- 12) *approving the fundamental organizational structure of the Bank, harmonized with the size and profile of incurred risk and determined by the Bank's Management Board,*
- 13) *approving the acceptable risk level of the Bank,*
- 14) *approving the Bank's compliance policy,*
- 15) *approving the Bank's internal procedures on processes for the assessment of internal capital, capital management and capital planning,*
- 16) *approving the Bank's information policy,*
- 17) *approving an internal control procedure,*
- 18) *approving remuneration policies,*
- 19) *deleted,*
- 20) *deleted,*
- 21) *approving the risk management strategy as well as determining the principles of reporting the types and sizes of risks in the Bank's operations to the Supervisory Board,*
- 22) *approving regulations of the compliance unit and the Audit*

*supervision over the introduction of the risk management system and conducting an annual assessment of the adequacy and effectiveness of such system, as well as supervision over the introduction of the internal control system and conducting an annual assessment of the adequacy and effectiveness of such system, taking into account the assessment of adequacy and effectiveness of control functions, the compliance unit and the Audit Department and the assessment of effectiveness of the non-compliance risk management by the Bank,*

- 11) *approving a strategy of the Bank's activity and the rules of prudent and stable management of the Bank,*
- 12) *approving the fundamental organizational structure of the Bank, harmonized with the size and profile of incurred risk and determined by the Bank's Management Board,*
- 13) *approving the acceptable risk level of the Bank,*
- 14) *approving the Bank's compliance policy,*
- 15) *approving the Bank's internal procedures on processes for the assessment of internal capital, capital management and capital planning,*
- 16) *approving the Bank's information policy,*
- 17) *approving an internal control procedure,*
- 18) *approving remuneration policies,*
- 19) *deleted,*
- 20) *deleted,*
- 21) *approving the risk management strategy as well as determining the principles of reporting the types and sizes of risks in the Bank's operations to the Supervisory Board,*
- 22) *approving regulations of the compliance unit and the Audit*

*Department,*

- 23) *approving the criteria for the assessment of adequacy and efficiency of the internal control system drafted by the Management Board of the Bank,*
- 24) *approving the principles of categorization of irregularities detected by the internal control system,*
- 25) *approving an annual plan of activities of the compliance unit,*
- 26) *approving the principles of cooperation of the compliance unit and the Audit Department with the corresponding entities of the dominant entity and the subordinated entity,*
- 27) *approving the principles of annual presentation of reports on its activities by the compliance unit to the Management Board and the Supervisory Board,*
- 28) *approving the principles of cooperation of the Audit Department with the external auditor,*
- 29) *approving the strategy of the Audit Department,*
- 30) *approving the auditing procedures, prepared by the Audit Department Head, ensuring objective completion of tasks by the Audit Department, the principles of transfer of employees from other organizational units of the Bank to the Audit Department, principles of professional development, including the rules for determining the number of internal auditors with professional certificates as well as the periodic assessment of work performance of internal auditors,*
- 31) *approving the remuneration of the Audit Department Head,*
- 32) *approval of strategic (long-term) and*

*Department,*

- 23) *approving the criteria for the assessment of adequacy and efficiency of the internal control system drafted by the Management Board of the Bank,*
- 24) *approving the principles of categorization of irregularities detected by the internal control system,*
- 25) *approving an annual plan of activities of the compliance unit,*
- 26) *approving the principles of cooperation of the compliance unit and the Audit Department with the corresponding entities of the dominant entity and the subordinated entity,*
- 27) *approving the principles of annual presentation of reports on its activities by the compliance unit to the Management Board and the Supervisory Board,*
- 28) *approving the principles of cooperation of the Audit Department with the external auditor,*
- 29) *approving the strategy of the Audit Department,*
- 30) *approving the auditing procedures, prepared by the Audit Department Head, ensuring objective completion of tasks by the Audit Department, the principles of transfer of employees from other organizational units of the Bank to the Audit Department, principles of professional development, including the rules for determining the number of internal auditors with professional certificates as well as the periodic assessment of work performance of internal auditors,*
- 31) *approving the remuneration of the Audit Department Head,*
- 32) *approval of strategic (long-term) and operational (annual) audit plans and amendments to such plans,*
- 33) *approving the remuneration of the compliance unit Head, which*

- operational (annual) audit plans and amendments to such plans,*
- 33) *approving the remuneration of the compliance unit Head, which responsibility may be delegated by resolution to the Audit Committee,*
- 34) *granting consent, each time, to cooperation of the Audit Department with the corresponding unit of the dominant entity during an audit, which responsibility may be delegated by resolution to the Audit Committee,*
- 35) *approving the principles of presenting reports by the Audit Department to the Management Board of the Bank and the Supervisory Board.*
- responsibility may be delegated by resolution to the Audit Committee,*
- 34) *granting consent, each time, to cooperation of the Audit Department with the corresponding unit of the dominant entity during an audit, which responsibility may be delegated by resolution to the Audit Committee,*
- 35) *approving the principles of presenting reports by the Audit Department to the Management Board of the Bank and the Supervisory Board,*
- 36) *approving the general rules for introducing changes to the organizational structure adopted by the Management Board,*
- 37) *approving the policy of identifying key functions in the Bank developed by the Management Board including the rules of appointment and dismissal of persons performing these functions,*
- 38) *approving the ethical principles adopted by the Management Board, defining norms and ethical standards of conduct of members of bodies and employees of the Bank, as well as other persons through whom the Bank conducts its business,*
- 39) *approving the conflict of interest management policy developed by the Management Board,*
- 40) *approving the principles of remuneration in the Bank developed by the Management Board,*
- 41) *approving the dividend policy of the Bank developed by the Management Board and specifying the conditions enabling the payment of dividends from the profit generated by the Bank within a specified period of time, taking into account the maintenance of capital at a level adequate to the risk incurred,*
- 42) *approving the risk culture principles developed by the Management Board, unless they are included in the risk*

*management strategy, covering the whole Bank, based on a full understanding of the risk which the Bank is exposed to and the method of managing this risk, taking into account the adopted risk appetite,*

*43) approving a new product approval policy, developed by the Management Board, covering the development of new products, services and markets, and significant changes to the existing products, services and markets.*

Enclosure to Announcement of Management Board  
of Bank Handlowy w Warszawie S.A. with its registered  
office in Warsaw on convening the Ordinary General  
Meeting

## **Regulations**

**The detailed rules of participation by the shareholder in the Annual General Meeting of Shareholders (further “the AGM”) of Bank Handlowy w Warszawie S.A. (further “the Company”) convened for June 17, 2021 by means of electronic communication.**

### § 1

#### **Information on the possibility, rules and method of participation by the shareholder in the AGM session by means of electronic communication**

1. The possibility to participate in the AGM by means of electronic communication includes the following:
  - a. real-time two-way communication of all persons participating in the AGM, whereby shareholders located in a different venue than the one in which the AGM is held may make statements during the Annual General Meeting debates, and
  - b. exercise of the right to vote in person or by a proxy before or during the AGM.
2. The AGM participation referred to in item 1 above takes place via a dedicated IT platform. The shareholder may carry out the communication referred to in item 1.a above via a text messaging platform.
3. Pursuant to §5b sec. 3 of the Regulations of the General Meeting of Shareholders of Bank Handlowy w Warszawie S.A., the shareholders using the option to participate in the AGM by means of electronic communication shall accept all the risks inherent therein, especially arising from the inability to receive broadcast, communication or to vote during the AGM as a result of temporary or permanent outage or power line or telecommunications network distortions within the meaning of the Telecommunications Law of July 16, 2004 (Journal of Laws 2021.576, i.e. of March 30, 2021).
4. All communications between the Company and a shareholder wishing to participate in the Annual General Meeting using the means of electronic communication may only go through the following e-mail address: [wza@citi.com](mailto:wza@citi.com).
5. In order to participate in the AGM by means of electronic communication, the shareholder should notify the Company of their intention to do so on the terms set out herein and should satisfy the technical conditions specified in § 2 below.
6. By June 10, 2021, 3:00 p.m., at the latest the shareholder shall send to the Company to the address: [wza@citi.com](mailto:wza@citi.com) the following:
  - a. completed and personally signed declaration, scanned to PDF format, of the intention to participate in the AGM using the means of electronic communication, drawn up using the template presented in Attachment no. 1 hereto (further “Declaration”);
  - b. scanned image of a document confirming the identity of the shareholder containing data necessary for the identification including the series and number of the ID card/passport and PESEL. If the shareholder is a legal person or an organizational unit other than a legal person, the shareholder should send a scanned image of an excerpt from the relevant register or a scanned image of another document confirming the authorization of the entity’s representatives. Should any of the above-mentioned documents be drawn up in a language other than Polish, the proxy shall attach to them their translation into Polish prepared by a sworn translator.

- c. the documents listed in item 6.2 of the Announcement on the convening of the AGM for the right to vote being exercised by the proxy.
7. On the basis of a list of shareholders eligible to participate in the AGM submitted by the Central Securities Depository of Poland (KDPW), the Company will verify the rights of a shareholder who has sent a Declaration to the Company. For the purpose of proper verification, the Company may contact a shareholder or proxy using the contact details provided in the Declaration.
8. If any potential discrepancies are not eliminated or clarified through communications within a time limit set by the Company, the Company shall refuse the shareholder affected by such discrepancies the possibility of participation in the AGM using the means of electronic communication and will notify the shareholder thereof by sending an email to the email address provided in the Declaration.
9. Following positive verification of the rights of a shareholder and powers of attorney granted, if any, the Company will send the shareholder or proxy, not later than 5:00 p.m. on June 15, 2021, from the e-mail address: [wza@citi.com](mailto:wza@citi.com) to the e-mail address provided by the shareholder in the Declaration, detailed instructions concerning the procedures of logging in on the IT platform which enables participation in the AGM using the means of electronic communication including the login and the initial password necessary for the first login on the platform, thus confirming the shareholder's right to participate in the AGM using the means of electronic communication. The login and the initial password will be secured with a password. The password to the file will be sent in a separate message from the address [wza@citi.com](mailto:wza@citi.com).
10. The initial password of a shareholder for the IT platform dedicated to participation in the AGM using the means of electronic communication received from the Company may only be used in the first login on the platform. In keeping with the platform security and secrecy rules, the shareholder will be required to change the password to an individually assigned password according to the instructions sent together with the login and the initial password.
11. Shareholders may test the operation of their computer hardware, software and internet connection which they will use in order to participate in the AGM using the means of electronic communication as well as the operating principles of the dedicated platform on June 16, 2021, between 4:00-5:00 p.m. Test access will be provided via a link sent by email on June 15, 2021 from the address: [wza@citi.com](mailto:wza@citi.com).
12. In case of any problems or questions about the use or operation of the platform, shareholders may use a helpdesk hotline available on June 16, 2021 (between 4:00-5:00 p.m.) and June 17, 2021; i.e. on the AGM date from 9:00 a.m. to the closing of the AGM, or report them to [wza@citi.com](mailto:wza@citi.com). The hotline number will be provided to the shareholder or proxy together with the instructions set out in item 9 above.
13. Shareholders accept all risks of using the means of electronic communication to participate in the AGM, to make statements and to vote at the AGM, and of improper or unauthorized use of the login or the password, and the Company accepts no liability therefor.
14. All communications with the Company via the system enabling participation in the AGM using the means of electronic communication should be in Polish only.
15. Furthermore, the Company advises that the AGM broadcast will also be available in translation into English and that an interpreter (Polish – English – Polish) will be present at the venue of the AGM.
16. In any matters not regulated herein, the generally applicable legal provisions, the provisions of the Regulations of the General Meeting of Shareholders of Bank Handlowy w Warszawie S.A. and the rules set out in the Announcement shall apply.

## § 2

### Technical requirements

1. The following are required in order to participate in the AGM using the means of electronic communication:

- a. a connection with the public network Internet with a capacity of at least 4 Mbps,
- b. a computer with sound playing and image reception functionalities and controlled by the operating system Windows10 or macOS with an installed browser: Firefox, Chrome, Safari or Edge updated to the latest version (all listed browsers can be downloaded free of charge from the public network Internet). It is not recommended to use Internet Explorer.

An internet connection of lower capacity or older browser versions may interfere with or block communications with the venue of the AGM, cause major latency in reception or prevent the casting of votes.

2. It is recommended that users refrain from using other applications which significantly increase the workload for the computer and the telecommunication connection at the time of using the platform.



**Template of the declaration of the intention to participate in the Annual General Meeting using the means of electronic communication.**

**Declaration**

I (We), the undersigned, being/representing the shareholder\* of Bank Handlowy w Warszawie S.A. with the registered office in Warsaw (further “the Company”):

.....  
.....

(shareholder details: full name/ business name, address/registered office)

hereby declare the intention to participate in the Annual General Meeting of the Company convened to take place on June 17, 2021 at 11.00 a.m. (further: the AGM) using the means of electronic communication.

I declare that as a shareholder I shall participate in the AGM in that form in person.\*

I declare that I am authorized to represent the shareholder as confirmed by the documents submitted to the Company and I shall participate in the GM in that form in person.\*

I declare that I shall participate in the AGM with the following number of shares ...../ as specified in the list of shareholders eligible to participate in the AGM of the Company prepared by the Central Securities Depository of Poland (KDPW).\*

I accept all terms and conditions and consequences of participation in the AGM using the means of electronic communication as announced and published by the Company.

Details of the shareholder/ authorized representative of the shareholder eligible to participate in the General Meeting with the use of means of electronic communication:\*

Forename and surname: .....

Address: .....

PESEL (personal identification) number: .....

ID card/ passport number:\*

Contact e-mail address and to receive the login: .....

Contact phone number and to receive the login password: .....

Signature(s) of shareholders/ authorized representatives of the shareholder: \*

.....  
(forename and surname (position))

.....  
(forename and surname (position))

.....  
(city and date)

\* delete as appropriate