

REPORT
on activities of the Supervisory Board of Bank Handlowy w Warszawie S.A.

for the period from the date of the Ordinary General Meeting of Shareholders in 2013
to the date of the Ordinary General Meeting of Shareholders in 2014

I. Compositions of the Supervisory Board

During the reporting period, the Supervisory Board was composed of:

Mr. Andrzej Olechowski	Chairman of the Board	entire reporting period
Mr. Shirish Apte	Vice Chairman of the Board	entire reporting period
Mr. Adnan Omar Ahmed	Member of the Board	entire reporting period
Mr. Igor Chalupec	Member of the Board	entire reporting period
Mr. Mirosław Gryszka	Member of the Board	entire reporting period
Mr. Frank Mannion	Member of the Board	entire reporting period
Mr. Dariusz Mioduski	Member of the Board	entire reporting period
Mr. Marc Luet	Member of the Board	entire reporting period
Mr. Krzysztof Opolski	Member of the Board	until June 28, 2013
Ms. Anna Rulkiewicz	Member of the Board	since June 29, 2013
Mr. Stanisław Sołtysiński	Member of the Board	entire reporting period
Mr. Zdenek Turek	Member of the Board	entire reporting period
Mr. Stephen R. Volk	Member of the Board	entire reporting period

During the reporting period, the Committees of the Supervisory Board were composed of:

Audit Committee

Mr. Mirosław Gryszka	Chairman of the Committee	entire reporting period
Mr. Frank Mannion	Vice Chairman of the Committee	entire reporting period
Mr. Shirish Apte	Member of the Committee	entire reporting period
Mr. Igor Chalupec	Member of the Committee	since July 22, 2013
Mr. Marc Luet	Member of the Committee	entire reporting period
Mr. Krzysztof Opolski	Member of the Committee	until June 28, 2013
Ms. Anna Rulkiewicz	Member of the Committee	since May 20, 2014

Remuneration Committee

Mr. Andrzej Olechowski	Chairman of the Committee	entire reporting period
Mr. Adnan Omar Ahmed	Vice Chairman of the Committee	entire reporting period
Mr. Shirish Apte	Member of the Committee	entire reporting period
Mr. Stanisław Sołtysiński	Member of the Committee	entire reporting period

Strategy and Management Committee

Mr. Shirish Apte	Chairman of the Committee	entire reporting period
Mr. Stanisław Sołtysiński	Vice Chairman of the Committee	entire reporting period
Mr. Igor Chalupec	Member of the Committee	entire reporting period
Mr. Mirosław Gryszka	Member of the Committee	entire reporting period
Mr. Marc Luet	Member of the Committee	entire reporting period
Mr. Andrzej Olechowski	Member of the Committee	entire reporting period
Ms. Anna Rulkiewicz	Member of the Committee	since December 17, 2013

Mr Zdenek Turek	Member of the Committee	entire reporting period
Mr. Stephen R. Volk	Member of the Committee	entire reporting period

Risk and Capital Committee

Mr. Zdenek Turek	Chairman of the Committee	entire reporting period
Mr. Igor Chalupiec	Vice Chairman of the Committee	entire reporting period
Mr. Frank Mannion	Member of the Committee	entire reporting period
Mr. Andrzej Olechowski	Member of the Committee	entire reporting period
Mr. Stephen R. Volk	Member of the Committee	entire reporting period
Mr. Dariusz Mioduski	Member of the Committee	entire reporting period

The Supervisory Board wants to emphasize that, during the entire reporting period, it was composed of persons demonstrating the extensive knowledge of law, economics, banking, management and finance. A significant part of its Members have practical knowledge acquired as managers in international economic institutions. In the Supervisory Board's opinion, the expertise of its Members ensures due performance of its tasks resulting from applicable laws and regulations. The structure of the Board, including its committees, is shaped so that the Board and its committees can make the most of the expertise of its Members to contribute to the accomplishment of the goals and objectives assigned to the Supervisory Board.

II. ASSESSMENT OF FINANCIAL RESULTS AND GENERAL SITUATION OF THE COMPANY

- (i) The year 2013 saw a further decline in GDP growth, which, coupled with a considerable decrease of inflation, contributed to the Monetary Policy Council's decision to continue the easing of its monetary policy. As a result, the base interest rates were reduced by a total of 175 bps to the all-time low.
In such a difficult market environment Citi Handlowy managed to maintain high effectiveness and generated a net profit of PLN 935 million.
The fact that the Bank's high profitability was accompanied by its ability to keep a stable and secure capital base and liquidity should also be considered a positive aspect.
- (iii) The key factors that affected the level of earnings in 2013 include a two-digit decline in net interest income, which was an outcome of the above-mentioned interest rate cuts, the growth of net fee and commission income, operating cost discipline and a continued improvement in the area of credit risk costs.
- (iv) Operating revenues amounted to PLN 2,466 million in 2013 and were PLN 234 million (or 8.7%) lower than in 2012, first of all due to the drop in net interest income. On the other hand, net fee and commission income and the result on investment debt securities showed a positive trend, increasing by PLN 9 million (1.6%) and PLN 26 million (9.3%), respectively.
- (v) The Bank continued its cost discipline policy during 2013. As compared to 2012, costs declined by PLN 66 million (4.8%), mainly as a result of lower employee-related expenses, advertising and marketing spending and third-party services costs. In addition, a new restructuring provision was established in Q4, 2013, increasing the costs by PLN 62 million, in connection with the decision to transform the distribution system towards the Smart Banking Ecosystem and to implement changes in the operational model, announced in October 2013. These alterations have led to an employment restructuring initiative and a decision to close 19 retail branches located out of the key markets, which are now being implemented. Without that provision, operating and general & administration expenses plus amortization & depreciation were lower by PLN 129 million (9.2%) than in 2012.
- (vi) The Supervisory Board considers positive the continued improvement in the area of credit risk in 2013. After an improvement in the quality of the credit portfolio and two

transactions to sell non-performing loans (NPL) in the Consumer Bank Sector, the Bank posted a positive credit risk result in the amount of PLN 34 million, with the NPL ratio falling to 6.8% as of the end of 2013.

- (vii) In terms of client volumes, the strategic focus of Citi Handlowy on relationship banking was reflected in an increase in current deposits by PLN 3.1 billion (or 23%). The two-digit growth of funds in current accounts was reported both in corporate and consumer banking segments. Consequently, the deposit base of the Bank rose 10.5% year on year in 2013.
The asset side of the Bank saw a continued expansion of lending in the Commercial Bank segment. As of the end of 2013, the loan balance went up by 9% year on year. A small increase was also generated in the area of loans to individual clients, fueled mainly by credit cards and mortgage loans.
- (viii) As of the end of 2013, the equity of the Bank remained high and basically unchanged as compared to 2012. The Supervisory Board believes that the level of capitals maintained by the Bank is sufficient to ensure its financial security, as well as the security of deposits entrusted to it, and to stimulate its further growth. As of December 31, 2013, the capital adequacy ratio of the Bank was 17.0%. The Bank's Tier 1 capital ratio was at the same level, and invariably having one of the highest values among the large banks operating in Poland's market. The high capital adequacy ratio achieved by the Bank confirms its financial security and strong capital base.
- (viii) The Supervisory Board evaluates the relationship of the Bank with its majority investor on a regular basis. It covers several areas, like launching new banking products and IT systems; risk management; financial controlling; personnel management; and internal control – to name just those considered essential. The Supervisory Board believes that the efforts of the Management Board in the field of adequate settlement of services provided by the majority investor justly deserve a positive assessment.
- (vii) Because of a still growing risk of geopolitical tensions in Eastern Europe and no recovery in the economies of Poland's main trade partners, which may hamper GDP growth in Poland, the Supervisory Board assumes that close cooperation with the Management Board needs to be continued to evaluate the impact of those risk factors on the situation of the Bank. The Supervisory Board recommends that a prudent policy should be adopted in this area in 2014.
- (x) Taking into account the financial results achieved, the secure position of the Bank and its stable capital and liquidity ratios, as well as its consistent and coherent strategy, the assessment of Bank's activities in 2013 by the Supervisory Board is positive. In addition, the Supervisory Board is convinced that both already initiated and planned activities will contribute to an increase in Shareholder Value by achieving optimal financial results and by building a competitive advantage of Citi Handlowy in strategic areas of its operations.

III. ASSESSMENT OF THE INTERNAL CONTROL SYSTEM AND RISK MANAGEMENT SYSTEM THAT COVERS RISKS SIGNIFICANT TO THE BANK

- (i) In accordance with its Articles of Association, the Bank has in place an internal control system that monitors if the Bank's activities are lawful and correct and if its financial statements and disclosures are accurate.
- (ii) The primary objective of the internal control system is to support decision-making processes that are to ensure the effectiveness and efficiency of the Bank's operations, the reliability of its financial reporting and the compliance of the Bank's activities with applicable laws and internal regulations. The internal control system includes risk control mechanisms, reviews of the Bank's compliance with laws & internal regulations and internal audit.

- (iii) The institutional internal control in the Bank is carried out by the Audit Department, being an independent organizational unit, operating within the organizational structure of the Bank. The Audit Department reports to the Vice President of the Management Board. The tasks of the Internal Audit Department include independent and objective audits and assessments of adequacy and effectiveness of its internal control system and providing opinions on the management system of the Bank, including the effectiveness of management of all risks connected with the Bank's operations.
- (iv) Functional internal control is a duty of each employee of the Bank and, additionally, of his or her direct manager and associates, and of managers of organizational units of the Bank in the scope of quality, correctness and execution by individual employees of their tasks in order to ensure the compliance of such activities with procedures and controls of the Bank.
- (v) The Internal Audit Department is overseen by the Supervisory Board of the Bank. The Internal Audit Department submits, on a regular basis, but at least annually, to the Supervisory Board and Management Board, its reports on any identified irregularities and deficiencies, as well as recommendations formulated after internal audits, and activities initiated to rectify such irregularities and to implement such recommendations. The head of the Internal Audit Department is invited to participate in all meetings of the Management Board and Supervisory Board.
- (vi) The Supervisory Board has established a permanent Audit Committee. Its powers and duties include: oversight over financial reporting, risk management and internal & external audits. The Committee submits annual reports on its activities to the Supervisory Board.

The Supervisory Board positively assesses the functioning of the internal control system at the Bank.

- (vii) The Supervisory Board has established a permanent Risk and Capital Committee. The Committee has been entrusted with tasks in the scope of oversight over the risk management system used by the Bank and of assessment of its effectiveness. The Committee submits annual reports on its activities to the Supervisory Board. The powers of the Committee in the scope of supervision over the risk management system include, without limitation, verifications of compliance of the Bank's policy in the scope of assumed risks with the strategy and financial plan of the Bank, verifications and recommendations to the Supervisory Board in respect of the general risk level of the Bank, and reviews of periodic reports on the types and amounts of risks connected with the Bank's activities.

The Supervisory Board positively assesses the functioning of the system used by the Bank to manage significant risks.

IV. ASSESSMENT OF ACTIVITIES OF THE SUPERVISORY BOARD

- (i) Corporate governance

In the accounting year, the Board applied the corporate governance rules at public Companies to the extent of its powers.

- (ii) Settlements between the Bank and Citi

In the period covered by this report, the Supervisory Board monitored and supervised, on an ongoing basis, the area of settlements between the Bank and Citi, its strategic shareholder. In particular, it became familiar with the change in methodology of calculation of compensation and settlement of costs of services provided to the Bank under the agreement for provision of consulting and advisory services. Thereafter, on 27 February 2014, it approved compensation resulting from that agreement. The Supervisory Board also supervised the implementation of recommendations of the Polish Financial Supervision Authority concerning operation of IT systems delivered by Citi.

The works of the Supervisory Board also covered the issues connected with formalizing the process of information transfer for the purposes of intra-group consolidated reporting.

(iii) Amendments to the Articles of Association and the Regulations of the Bank

On 7 November 2013, the Supervisory Board made an amendment to the Regulations of the Audit Committee of the Supervisory Board increasing the powers of the Committee by authorizing them to control the remuneration of personnel of the Audit Department and Compliance Department. By means of the same resolution, the Supervisory Board amended the Regulations of the Remuneration Committee, broadening the scope of competence of the Committee by adding issues related to expressing opinions and monitoring variable remuneration of holders of managerial positions at the Bank in charge of managing risk and ensuring compliance of the Bank's operations with laws and internal regulations as well as the managers of the internal audit unit and the compliance risk management unit.

(iv) Miscellaneous

By means of the resolution dated 1 July 2013, the Supervisory Board of the Bank approved the document "Strategy of Operational Risk Management of Bank Handlowy w Warszawie S.A." On 28 June 2013, the Supervisory Board approved the information covering the "Report of the Department of Internal Supervision over the Bank's Brokerage Activity concerning the operation of the system of supervision over brokerage activity's compliance with law".

At the meeting held on 22 July 2013 and on 17 December 2013, the Supervisory Board adopted resolutions concerning variable remuneration of members of the Management Board of the Bank. At the same meeting, the composition of the Audit Committee was supplemented.

By means of a resolution of 30 July 2013, the Supervisory Board agreed to appoint the Head of the Audit Department. At the meeting held on 13 September 2013, the Supervisory Board became familiar with the information concerning the management of risk tied to entrusting activities tied to banking to external entities in 2012. At the same meeting the information on the areas where the reinforcement of controls at the Bank is recommended, as specified in the so called "Letter to the Management Board" provided by KPMG Audyt Spółka z ograniczoną odpowiedzialnością Sp.k. after the audit of the financial statements for the financial year ending on 31 December 2012, was discussed. The Supervisory Board was also informed about the updates of the rules of the Consumer Credit Exposure Risk Management Policy.

By means of a resolution dated 27 November 2013 and 17 December 2013, the Supervisory Board approved amendments to the "Variable Remuneration Component Policy for Managerial Staff at Bank Handlowy w Warszawie S.A." During the further part of the meeting held on 17 December 2013, the Board positively assessed the rules of risk management of credit exposures financing real property in compliance with the requirements of the Recommendation S of the Polish Financial Supervision Authority issued in January 2011 on good practices for management of credit exposures financing real property and secured with a mortgage. Thereafter, the Supervisory Board approved amendments to the "Regulations for extending credits, cash loans, bank guarantees, pledges and other products which lead to receivables or off-balance sheet liabilities of the Bank towards persons and entities related to the Bank" and amendments to the "Principles of prudent and stable risk management at the Capital Group of Bank Handlowy w Warszawie S.A." The Board also became familiar with the information on implementation of the schedule of actions taken at the Bank in order to implement instructions of Recommendation D of the PFSA.

During the subsequent meeting held on 19 March 2014, the Supervisory Board, within the scope of fulfilling their supervisory functions over the internal control system, approved the Audit Department Strategy. At the same meeting, the resolution concerning determination of the overall acceptable risk level at the Bank for 2014 was adopted and the document "Capital management at the Capital Group of Bank

Handlowy w Warszawie S.A. in the year 2014" was accepted. In the further part of the meeting, the Council approved the "Policy and procedure of estimation and maintenance of internal capital at Bank Handlowy w Warszawie S.A."

In the reporting period, the Supervisory Board monitored the implementation of the strategic assumptions of the Bank, while paying due attention to the areas of management of the Bank's risks and capital.

V. ASSESSMENT OF THE FINANCIAL STATEMENTS OF THE BANK

At the meeting, held on March 19, 2014, the Supervisory Board positively assessed: the Management Board's report on the activities of the Bank and the Bank's Group of Companies in the financial year 2013 and the financial statements of the Bank and the Bank's Group of Companies for the financial year 2013, taking into consideration the auditor's opinion and report on the audit of the financial statements of the Bank and the Bank's Group of Companies, prepared by PricewaterhouseCoopers sp. z o.o., the auditor of the Bank – and concluded that the submitted Management Board's report on the activities of the Bank in the financial year 2013 and the financial statements of the Bank and the Bank's Group of Companies for the financial year 2013 were prepared in accordance with the books of account and documents and, also, in accordance with the actual status and the requirements of the Accounting Act. At the same meeting, a resolution concerning the selection of the auditor was passed.

The Supervisory Board positively assessed the recommendation concerning the distribution of profits for the financial year 2013, submitted by the Management Board.

Taking the above into consideration, the Supervisory Board finds that in the reporting period it accomplished its goals, assigned to it under applicable laws and regulations.

This report was examined and accepted by way of resolution at the meeting of the Supervisory Board held on May 20, 2014 in order to submit it to the Ordinary General Meeting of Shareholders of the Bank.