

RESOLUTION
of the Nomination and Remuneration Committee of the Supervisory Board of
Bank Handlowy w Warszawie Spółka Akcyjna (the Bank)
of June 11, 2024

on the preliminary assessment of the qualifications of a candidate for a member of the
Supervisory Board of the Bank and the adoption of the recommendation on his appointment

§1

Acting on the basis of § 3 section 1.14 of the Regulations of the Nomination and Remuneration Committee and in connection with section 4.2 of the Policy for the Assessment of Supervisory Board Members at Bank Handlowy w Warszawie S.A. (the **Policy**), the Nomination and Remuneration Committee (the **Committee**), after having verified the documents and information about the candidate for a member of the Supervisory Board of the Bank, **Ms. Natalia Bożek** considers that she has the required qualifications to act as a member of the Supervisory Board, i.e.:

- 1) has the knowledge:

Ms. Natalia Bożek holds a Master's degree from the Business and Administration University in Warsaw.

Having regard to obtained education and practical knowledge acquired in the positions during her professional career, it should be considered that Ms. Natalia Bożek has the proper education and knowledge to act as a member of the Supervisory Board of the Bank.

- 2) has the skills and experience:

The many years of Ms. Natalia Bożek practical experience acquired in managerial positions indicate that Ms. Natalia Bożek has the adequate skills and experience to act as a member of the Supervisory Board of the Bank.

In the years 1999-2014 she worked at Bank Handlowy w Warszawie S.A., first as Business Planning and Analysis Expert for the Consumer Bank and then as Financial Planning and Analysis Head for Bank Handlowy w Warszawie S.A., covering both Consumer and Corporate Bank. From 2014-2017 Ms Bożek pursued her career within Citi Group in the Polish branch of Citibank Europe plc as Financial Planning and Analysis Head for Europe. In September 2017 she returned to Bank Handlowy w Warszawie S.A. as Director for Financial Planning Process Coordination and Strategic Projects supporting CFO of the Bank.

Subsequently, Ms Bożek served as Vice President of the Management Board of Bank Handlowy w Warszawie S.A. responsible for finance from March 21, 2018 to January 31, 2024. In February 2024, Ms Bożek took on the role of Europe Cluster Chief Financial Officer (CFO) for Citi.

- 3) gives a guarantee of the proper performance of the duties assigned to the function and enjoys a good reputation:

The documents collected in the course of the assessment of the candidature of Ms. Natalia Bożek, including documents regarding his education, professional career, including the positions held by her indicate that, with her attitude, Ms. Natalia Bożek guarantees the proper performance of duties

assigned to a member of the Supervisory Board referring in particular to his reputation, honesty and integrity and the ability to carry out the Bank's affairs prudently and stably. Additionally, there is no evidence that could undermine Ms. Natalia Bożek good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that Ms. Natalia Bożek gives a guarantee of the proper performance of duties assigned to a member of the Supervisory Board.

Additionally Ms. Natalia Bożek serves as an Executive Director on the Board of Citibank Europe plc. Considering the above he does not exceed the limit specified in Art. 22aa section 3 of the Act of 29 August 1997 Banking Law (**Banking Law**).

The Committee also considers that the knowledge, skills and experience as well as the guarantee of the proper performance of duties by Ms. Natalia Bożek contribute to ensuring that the overall composition of the Supervisory Board has an adequately wide range of competencies required to supervise all relevant business areas of the Bank.

In view of the above the Committee considers that Ms. Natalia Bożek meets the requirements referred to in Article 22aa of the Banking Law and recommends that the General Meeting of the Bank (the **General Meeting**) to appoint Ms. Natalia Bożek as a member of the Supervisory Board of the Bank.

§2

Acting on the basis of § 3 section 1.14 of the Regulations of the Nomination and Remuneration Committee and in connection with section 4.2 of the Policy the Committee, after having verified received documents and information about the candidate for a member of the Supervisory Board of the Bank – Ms. Natalia Bożek, considers that Ms. Natalia Bożek meets the following requirements for members of the Audit Committee, as defined in Art. 129 of the Act of 11 May 2017 on statutory auditors, audit firms and public supervision (the Act), i.e. .:

- 1) has knowledge and skills in accounting or audits of financial statements, as referred to in Art. 129 sec. 1 of the Act,

The requirement for Ms. Natalia Bożek to have knowledge in accounting or audits of financial statements was assessed in relation to the knowledge acquired by Ms. Natalia Bożek relation to her education. Ms. Natalia Bożek holds a Master's degree from the Business and Administration University in Warsaw.

Ms. Nalia Bożek's skills in accounting or audits financial statements were assessed in the context of her previous professional experience in accounting or auditing of financial statements acquired in connection with positions in the area of business planning and analysis, in particular the function of Vice President of the Management Board of Bank Handlowy w Warszawie S.A., supervising the area of finance management, responsible, among others for the preparation of the Bank's financial statements.

- 2) has knowledge and skills in the scope of industry, in which Bank Handlowy w Warszawie S.A. operates, referred to in art. 129 sec. 5 of the Act.

The many years of Ms. Natalia Bożek practical experience acquired in managerial positions in the Citi Group indicate that Ms. Natalia Bożek has the knowledge and skills in the scope of the financial industry.

§3

Acting pursuant to item 4.2 of the Policy, the Committee authorizes the Chairperson of the Nomination and Remuneration Committee to submit to the General Meeting a preliminary assessment of Ms. Natalia Bożek qualifications to perform the position of a member of the Bank's Supervisory Board and a recommendation on his appointment as a member of the Bank's Supervisory Board, in accordance with the provisions of §1 of this Resolution and a preliminary assessment of Ms. Natalia Bożek in terms of meeting the requirements for members of the Audit Committee set out in Article 129 of the Act, in accordance with the provisions of §2 of this Resolution.

Tomasz Ośko
Secretary to the Nomination and Remuneration Committee
Signed with electronic signature