

Warsaw, 27 May 2025

Confidential,
Management and Supervisory Board
Bank Handlowy w Warszawie S.A.
Warszawa

Dear Sirs and Madams,

based on the agreement dated 24 March 2025 ("**Agreement**"), Ernst & Young spółka z ograniczoną odpowiedzialnością Corporate Finance sp. k. ("**EY**") was asked by the Management Board ("**Management**") of the Bank Handlowy w Warszawie S.A. ("**BHW**" or the "**Client**") to issue an opinion confirming the fairness of the financial terms of the Transaction for the Client ("**Fairness Opinion**") concerning the sale of retail banking operations of the Client ("**Transaction**") to VeloBank S.A. (the "**Purchaser**") and its sole shareholder, Promontoria Holding 418 B.V. (the "**Purchaser Parent**").

The following sections describe our understanding of the Transaction, summary of performed analysis, and the basis and limitations of our work.

Our understanding of the Transaction

As we understand, Citibank Europe PLC ("**CEP**") and BHW have decided to dispose its retail banking operations in Poland ("**Demerged Business**", "**Transaction Perimeter**") as defined in Business Transfer Agreement ("**BTA**") expected to be signed by CEP, BHW, the Purchaser and the Purchaser Parent, that will concern a transfer of the Demerged Business to the Purchaser by way of a spin-off demerger ("**Demerger**"). The Transaction will include a two-step process comprising of: 1) transfer of the Transaction Perimeter to the Purchaser by way of a demerger in exchange for new shares of the Purchaser to be received by BHW; and 2) the acquisition by the Purchaser Parent of all of the new shares in the Purchaser issued to BHW for the purchase price payable in cash, on the terms and conditions set out in the BTA.

Based on information from the Management, the BTA assumes the transfer of the Demerged Business to the Purchaser, subject to specific BTA arrangements, for the minimum consideration expected by the Management in the amount of PLN 0.43bn ("**Minimum Expected Price**"), which can be further increased by Potential Variable Consideration of up to PLN 0.1bn, contingent upon delivery of certain business performance metrics.

Basis of our work

In arriving at the Fairness Opinion, EY conducted analysis of certain financial related information, documents and data provided by BHW, as well as relevant publicly available data. Our work was based in particular on the agreed version of the BTA as well as the valuation of the Transaction Perimeter ("**Valuation**") as of 31 March 2025 ("**Valuation Date**"), prepared for the purpose of the Fairness Opinion.

This Fairness Opinion addresses only the fairness of the financial terms of the Transaction for the Client and was prepared solely for the use of the Management and Supervisory Board of the Client in relation to the Transaction. It must not be used or relied upon for any other purpose by any other entities. The Fairness Opinion should not be treated as an investment recommendation for the

shareholders of the Client. Additionally, EY does not express any opinion regarding the possible future share prices of BHW, therefore, the Fairness Opinion must not serve as the basis for any claims regarding the share prices arising from any shareholders of BHW.

The Fairness Opinion can be made publicly available only in the connection with the announcement of the Transaction, subject to the following reservations:

- ▶ the Fairness Opinion will be made publicly available only in full, in a non-editable version, secured from third-party editions or changes; and
- ▶ third parties may not rely on the Fairness Opinion or use it for their own purposes and EY does not bear any responsibility towards any third parties in relation with preparation of the Fairness Opinion or the public availability of the Fairness Opinion.

EY was not involved in the price negotiations between BHW, CEP, the Purchaser and the Purchaser Parent. EY will receive a fixed fee upon delivery of this Fairness Opinion that is independent from the final conclusion of the Fairness Opinion.

Summary of the performed analysis

The Fairness Opinion was based on the independent valuation of the Demerged Business ("Valuation") and an understanding of information, documents and data provided by the Client and its respective professional advisors, as well as relevant publicly available data, assuming they are reliable and complete and on which we relied without performing an audit or third-party verification procedures. We assumed that all information and data provided to us were prepared with due care, after a thorough analysis. Moreover, EY relied on representations of BHW's Management Board confirming completeness and accuracy of provided information, as well as that they are not aware of any facts or circumstances that may result in the provided information being not complete, non-accurate or misleading.

The Valuation was conducted using the income approach (Dividend Discount Model) and market approach which indicate the Transaction Perimeter's value for its current shareholders.

The Valuation was prepared based on the financial projections for the Demerged Business for FY2025-FY2030 ("Financial Projections") and other information provided by the Management and represent the most probable results of Demerged Business from the perspective of current shareholders, in the business-as-usual scenario, i.e. in the scenario of the Transaction not being considered. The Management has confirmed that the outcome of the Valuation has not been the basis of the price considerations included in the BTA.

In arriving at the Opinion, we have compared the range of the estimated value of the Demerged Business for the current shareholders of BHW, under the assumption that it would continue its business as usual, non-interrupted by the Transaction and according to the current strategy of the Bank approved by the Management Board, with the assumed Minimum Expected Price derived from the BTA available to us, and the analysis of non-price related additional financial impacts for BHW resulting specifically from the Transaction.

The value of the non-price related additional financial impacts for BHW resulting specifically from the Transaction have been provided and confirmed by the Management of the Client and include (i) excess capital generated from the Demerged Business own funds release estimated as the difference between the capital required to cover Demerged Business RWA and equity expected by the Management to be transferred to the Purchaser, (ii) rights to FY25 Demerged Business profits, (iii) one-off Transaction costs and effects; (iv) and stranded costs.

Limitations related to the Fairness Opinion

Notwithstanding the above, the Fairness Opinion was based on the following conditions and assumptions:

1. The Fairness Opinion relates solely to the financial aspects of the Transaction for the Client and was prepared solely for the use of the Management and Supervisory Board of BHW in

relation to the Demerger and must not be used or relied upon for any other purpose by any other entity.

2. The Fairness Opinion is based on an assessment of the available information assuming it is reliable and complete. EY relied on the data provided by BHW without performing an audit or third-party verification procedures. EY assumed that all information and data provided was prepared with due care. Moreover, EY relied on the representation of BHW's Management Board that it is not aware of any facts or circumstances that may result in the provided information being not complete, non-accurate or misleading.
3. In preparation of the Fairness Opinion, we assumed that the information provided to us is adequate for our scope of work, complete and reliable and that it does not mislead the readers in any aspects material from a financial point of view. As part of the engagement, EY has not performed any additional verification procedures regarding the completeness and reliability of the provided information. Data, information and explanations provided remain the sole responsibility of BHW. In particular, the scope of our work did not include procedures that are foreseen by law and standards of auditing during the audit of financial statements within the meaning of the Act of 29 September 1994 on accounting in order to issue an opinion on its accuracy and reliability. Therefore, EY does not express such an opinion.
4. We assumed that the work performed by BHW's professional advisors, other than EY, for the purposes of the Transaction was done with due care and provides true and fair information that is not misleading. We do not accept any responsibility for any mistakes or omissions with respect to the work performed by any of these advisors.
5. Our work was performed with due professional care; however, neither EY, nor any partner or employee involved in this assignment is responsible for any mistakes or omissions with respect to the preparation of this Fairness Opinion resulting from undisclosed, inaccurate or misleading information presented by BHW and its professional advisors in the Transaction or any other person responsible for disclosing the required data and information.
6. For the purpose of the Fairness Opinion, we assumed that all projections and financial forecasts were prepared based on accurate and reliable estimates and to the best knowledge and belief of BHW's Management that they represent the expected future financial results and exclude any potential synergy effects (both positive or negative), and demerger or integration costs related to the Transaction.
7. Management has confirmed that the BTA available to us appropriately reflects all Transaction's components and considerations and has been prepared with due care, according to the best market standards and negotiated in the best interest of BHW's shareholders and it fairly shares risks and benefits between BHW's shareholders and the Purchaser and the Purchaser Parent, in particular with relation to the scope and risk estimation covered by indemnities.
8. We assumed that all corporate activity and other operations, necessary to fulfil the conditions of the Transaction and meet the related obligations, are or will be completed and that the Transaction documentation will constitute a valid and legally binding obligation of BHW, CEP, the Purchaser Parent and the Purchaser.
9. We assumed that all permissions and approvals from the regulatory, administration, creditors and other parties, necessary to complete the Transaction as required by law, will be received and will not have an impact on material aspects of the EY analysis from the financial point of view.
10. We assumed that Management is aware of all obligations towards BHW arising from the BTA and the penalties and sanctions arising from not fulfilling those obligations, specifically not meeting deadlines identified in the BTA. We also assumed that Management will fulfil those

obligations within the negotiated deadlines, and consequently, no Migration Compensation amounts will be due to the Purchaser.

11. EY's work associated with the release of the Fairness Opinion did not include analysis of current financial, legal and tax status of BHW or The Purchaser Parent or the Purchaser (i.e. due diligence), nor the possible financial, tax, legal and accounting effects that may be relevant in the context of the Transaction. Based on information from Management, we have assumed that those aspects do not create any additional costs or liabilities to BHW, and in particular that tax effects of the Transaction will be neutral or positive for BHW.
12. We assumed that after the closure of the Transaction BHW will be able to meet its obligations towards creditors and that the Transaction will not constitute violation or potential violation of any debt obligations of BHW.
13. This Fairness Opinion is not an investment recommendation for BHW's shareholders. The Fairness Opinion will not grant any benefits to BHW's shareholders.
14. The Fairness Opinion does not refer to the relative benefits arising from the Transaction compared to other alternative strategies that might be implemented by the Client or BHW's Shareholders nor to the influence of any other transactions in which the Client or BHW's Shareholders might be involved.
15. This Fairness Opinion was based on the data and information available as of the date of the Fairness Opinion and does not include any impact of any potential future events that might occur after the Fairness Opinion was issued and which might be considered important or relevant for the Fairness Opinion conclusion.
16. While future events may influence the results of the Fairness Opinion, EY is not obliged to conduct an update or revision of the Fairness Opinion.
17. We have assumed that between the date as of which the Valuation was prepared and the date of this Fairness Opinion, no events took place that could materially impact the results of the Valuation.
18. The Fairness Opinion was originally prepared in English, and in case of any discrepancies as compared to the Polish version, the English signed version prevails.

The Opinion

On the basis of and subject to the foregoing foundations, assumptions and limitations, and taking into account other issues considered by us to be relevant on the date of this Fairness Opinion, in our opinion the Minimum Expected Price of PLN 0.43bn (not including Potential Variable Consideration of up to PLN 0.1bn), together with the value of non-price related financial impacts for BHW resulting specifically from the Transaction is within a Demerged Business valuation range and on the date of this Fairness Opinion is considered fair from a financial point of view for BHW's shareholders as a whole.

This Fairness Opinion was based on the data and information available to us as of the date of the Fairness Opinion.

Yours sincerely,



Łukasz Sikora

Ernst & Young spółka z ograniczoną odpowiedzialnością Corporate Finance spółka komandytowa