

RESOLUTION
of the Nomination and Remuneration Committee of the Supervisory Board of
Bank Handlowy w Warszawie Spółka Akcyjna (the Bank)
of September 19, 2019

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, **Mr. Gonzalo Luchetti**, considers that he has the required qualifications to act as a member of the Supervisory Board, i.e.:

- 1) has the knowledge:

Mr. Gonzalo Luechtti holds a Master's degree in Business Administration from Stanford University's Graduate School of Business, and a Bachelor's degree in Computer Sciences from the Technological Institute of Buenos Aires. He holds Finra US Securities Registration Series 7, 63, 24, and 65 licenses. Therefore, it should be considered that Mr. Gonzalo Luchetti 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 practical experience acquired by Mr. Gonzalo Luchetti in managerial positions at Citigroup, where he is currently serving as the Head for the Consumer Bank operations across Asia and EMEA; prior to this he was Asia Retail Bank Head; Global Head of Wealth Management based in New York; he was responsible for the US-based International Personal Banking business and, among others, he was Chief Financial Officer for the Citi Private Bank business in Latin America - indicate that Mr. Gonzalo Luchetti has the adequate skills and experience to act as a member of the Supervisory Board of the Bank;

- 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 Mr. Gonzalo Luchetti, including the documents regarding his education, professional career, including the positions held by him indicate that, with his attitude, Mr. Gonzalo Luchetti guarantees the proper performance of the 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 Mr. Gonzalo Luchetti's good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that Mr. Gonzalo Luchetti gives a guarantee of the proper performance of the duties assigned to a member of the Supervisory Board.

Additionally, Mr. Gonzalo Luchetti does not sit on management boards or supervisory boards of other entities, which satisfies the requirements set in Art. 22aa section 3 of the Banking Law Act.

The Committee also considers that the knowledge, skills and experience as well as the guarantee of the proper performance of duties by Mr. Gonzalo Luchetti 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 Mr. Gonzalo Luchetti meets the requirements referred to in Article 22aa of the Banking Law Act and recommends that the General Meeting of the Bank (the **General Meeting**) appoint Mr. Gonzalo Luchetti as a member of the Supervisory Board of the Bank.

§2

Acting on the basis of Section 4.2 of the Policy, the Committee authorizes the Chairman of the Nomination and Remuneration Committee to submit to the General Meeting the preliminary assessment of the qualifications of Mr. Gonzalo Luchetti performed by the Committee and its recommendation on the appointment of Mr. Gonzalo Luchetti as member of the Supervisory Board of the Bank, in accordance with the provisions of paragraph 1 hereof.