

**CANDIDATE TO THE SUPERVISORY BOARD NOMINATED BY THE SHAREHOLDER
NATIONALE-NEDERLANDEN OTWARTY FUNDUSZ EMERYTALNY**

**MS BARBARA SMALSKA
INFORMATION ABOUT THE CANDIDATE**

1. Education

Ms Barbara Smalska is a graduate of the University of Warsaw (Uniwersytet Warszawski), where in 1997 she was awarded a Master's degree in physics and in 2001 a PhD's degree in high energy physics.

2. Professional background

Ms Barbara Smalska began her professional career in 2002 at the Boston Consulting Group's Warsaw Office. As Associate, Senior Associate, and Consultant in the years 2002-2006, she was involved in many projects conducted for financial and telecommunications sectors in Poland and in Central and Eastern Europe in, among other fields, a business strategy, an operational model, sales network organization and activation, costs reorganization and optimization. In the years 2006-2008, as the Project Leader and next as the Principal, she managed strategic projects for the largest Polish banks, insurance companies and telecoms companies, mainly in the business strategy and the distribution strategy in the retail client segment.

Since 2008 she has worked for PZU Group: as the director (2008-2010) and the managing director (2010-2012), she was in charge of various aspects of PZU Group's individual client and SME segment management, notably she was responsible for product management, marketing and sales, and for analytical CRM. In the years 2013-2014, as a member of PZU SA and PZU Życie SA management board, she was responsible for PZU Group's individual client and SME segment as a whole. As the chairperson and next as an independent member of Link4 TU S.A.'s Supervisory Board (2014-2016) she was in charge of the supervision of the process of incorporating Link4 to PZU Group. Ms Barbara Smalska also joined PTE PZU SA's Supervisory Board (2013-2014).

In the years 2015-2017, Barbara Smalska held the function of the vice president of Alior Bank S.A., responsible for a strategy, a merger (specifically for legal and operational integration with separated operations of Bank BPH S.A. and for merger related synergies), remote channels (online sales and Internet and mobile banking development), and for other development and IT projects.

3. Mandates to management boards and supervisory boards at other entities

Presently, Ms Barbara Smalska does not hold any function at management boards or supervisory boards at other entities.

4. Warranty of due performance of duties

Barbara Smalska's professional career as pursued hitherto, functions performed by her and her education demonstrate the candidate's sterling reputation, honesty and fairness, as well as her ability to handle the Bank's matters in a prudent and stable manner and as such make her suitable for senior and the highest rank positions at financial institutions.

5. Qualifications and competencies from the point of view of the Supervisory Board's tasks

Both the level of education and rich professional experience including the highest corporate rank positions held by Barbara Smalska in the financial sector, also in the banking sector, will add to the proper delivery of tasks by the Supervisory Board.

6. Independence

According to the statement, Ms Barbara Smalska is independent in the meaning of Article 14.4 of the Bank's Articles of Association.

7. Candidate's other representations

According to a statement, Ms Barbara Smalska is not entered in the Register of Insolvent Debtors kept in accordance with the National Court Register Act. According to the statement, Ms Barbara Smalska does not conduct any activity competitive to the Bank.

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Taking into consideration the above and given the absence of evidence that could prove otherwise, it should be considered that the candidate's conduct has not raised any doubts so far as to her ability to fairly assess and govern executive decisions at the Bank.

Ms Barbara Smalska has knowledge, skills and experience adequate to hold the function and to perform duties of a member of Bank Handlowy w Warszawie S.A.'s Supervisory Board and she warrants the due performance of those duties. The candidate's characteristics and competencies are significant from the point of view of the requirement concerning the assurance that the Supervisory Board properly delivers its tasks. In the shareholder's opinion, Ms Barbara Smalska fulfils the requirements specified in Article 22aa of the act Banking Law.

Ms Barbara Smalska gave her consent to apply for the position of a member of Bank Handlowy w Warszawie S.A.'s Supervisory Board.