

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

- 1) has the knowledge:

Mr Fabio Lisanti has a Bachelor's degree in Science in Industrial and Business Economics at the London School of Economics and a master's in International Economics and Management as the SDA Bocconi in Milan.

Having regard to obtained education and practical knowledge acquired in the positions during his professional career, it should be considered that Mr. Fabio Lisanti 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 Mr. Fabio Lisanti practical experience acquired in managerial positions indicate that Mr. Fabio Lisanti has the adequate skills and experience to act as a member of the Supervisory Board of the Bank.

From 1995 - 2016 Mr. Lisanti was associated with UBS Investment Bank where his career focused on Debt Capital Markets, Institutional & Corporate Solutions Sales, and Fixed Income Structuring. He served among other as Global Head of Debt Capital Markets and Client Solutions and Member of Global Banking & Foreign Exchange, Rates and Credit Executive Committees. Then from January to November 2016 he joined to BSI Bank (Banca della Svizzera Italiana) as Senior Advisor to the CEO. Since 2016 he has been associated with Citigroup as Head of Markets Europe in Citigroup. Mr. Lisanti has been a Board Member of the International Capital Markets Association and currently represents Citi on the Board of the Association for Financial Markets in Europe.

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

Additionally Mr. Fabio Lisanti serves as a Board Member of Citibank Europe plc and Board Member of Association for Financial Markets in Europe (AFME). 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 Mr. Fabio Lisanti 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. Fabio Lisanti 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 Mr. Fabio Lisanti 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 - Mr. Ignacio Gutierrez-Orrantia, considers that Mr. Fabio Lisanti 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 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 Mr. Fabio Lisanti practical experience acquired in managerial positions in the Citi Group indicate that Mr. Fabio Lisanti 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 Mr. Fabio Lisanti 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 Mr. Fabio Lisanti 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