

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

1) has the knowledge:

Mr. Andras Reiniger has a BA (Hons) (Cantab) in Economics from Trinity College, Cambridge. Having regard to obtained education and practical knowledge acquired in the positions during his professional career, it should be considered that Mr. Andras Reiniger 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. Andras Reiniger's practical experience acquired in managerial positions in the Citi Group indicate that Mr. Andras Reiniger has the adequate skills and experience to act as a member of the Supervisory Board of the Bank.

Mr. Reiniger is Chief Operating Officer (COO) for Legacy Franchises since May 2021. Mr. Reiniger partners closely with the Legacy Franchises Management Team to lead day-to-day business operations for the organization. He is responsible for Business Management including Business Planning, Strategic Planning, Financial Management and Risk Management, playing an integral role in the execution of Citi Legacy Franchises divestiture strategy and strategic priorities.

Prior to this role, Mr. Reiniger served as Head of Corporate Mergers & Acquisitions (M&A) for Citi, overseeing the team responsible for executing strategic acquisitions and divestitures for the firm globally. After joining the team in 2008, Mr. Reiniger led M&A activities for Citigroup's exits from international consumer businesses, as well as selected acquisitions.

Mr. Andras Reiniger joined the Investment Banking division of Schroders, which was subsequently acquired by Citi, in 1999. Until 2008, he was involved as an adviser in a broad range of transactions in the UK & EMEA across banking, asset management and insurance.

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

Additionally, Mr. Andras Reiniger does not perform a function in management boards and supervisory boards of other entities, therefore 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. Andras Reiniger 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. Andras Reiniger 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. Andras Reiniger 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. Andras Reiniger, considers that Mr. Andras Reiniger 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 Mr. Andras Reiniger to have knowledge in accounting or audits of financial statements was assessed in relation to the knowledge acquired by Mr. Andras Reiniger in relation to his education. Mr. Andras Reiniger has a BA (Hons) (Cantab) in Economics from Trinity College, Cambridge.

Mr. Andras Reiniger'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 the position of the Head of Corporate Mergers & Acquisitions (M&A) for Citi. As part of his duties, Mr. Andras Reiniger was responsible for strategic transactions in the Citi, in which Mr. Andras Reinger presented comprehensive experience in the area of finance, including accounting and company valuation.

- 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 Mr. Andras Reiniger's practical experience acquired in managerial positions in the Citi Group indicate that Mr. Andras Reiniger 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. Andras Reiniger's 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. Andras Reiniger's 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