

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

1) has the knowledge:

Mr. Marek Kapuściński graduated with a Master's Degree in International Trade from the Warsaw Main School of Planning and Statistics (today SGH - Main School of Commerce) and a post-graduate degree from SEHNAP in conj. with Stern School of Business at New York University.

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

Mr. Kapuściński was with Procter & Gamble for 25 years until September 2016. Co-creator of the company's success in Poland and Central Europe including of many operating standards of the Polish market after transformation e.g. norms for the cosmetic industry, business ethics, Corporate Social Responsibility or self-regulation of the advertising industry. Since July 2011 General Manager and Vice-President (read: CEO/President of Executive Board) for 9 key markets in Central Europe and since January 2007 for Poland and the Baltic States. First Pole and Central European national at the executive management level of this global corporation and an active member of the regional management team as well as its Global Business Leadership Council that brings together all 250 top level managers of the Company.

Experienced CEO and leader, expert in strategy, innovation and management, active creator of standards in the consistently market-adapting brand management and shopper marketing, as well as sales/communication in the age of digitalization and omni-channel. As the first Pole and Central European promoted in P&G to levels of Brand Manager, Marketing Manager and Marketing Director, responsible also for 5 years for the development of several product categories across Central and Eastern Europe, Middle East and Africa. Cocreator of the strategy and leading market position of such brands as Always, Vizir, Ariel, Lenor, Fairy, Pampers, Gillette, Head&Shoulders, Pantene, Blend-A-Med, Old Spice. In recognition of his contribution to building brands and

standards and practices of the Polish advertising industry awarded by Media Marketing Poland the title of the “Marketer of the 20 years of the Polish Advertising Industry”.

Lecturer and presenter, juror, member of discussion panels. Currently non-executive member of Boards of Directors of companies and not-for-profit organizations and advisor to their Executive Boards. Privately, investor into start-ups and benefactor to the development of young Polish arts and culture.

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

Additionally, Mr. Marek Kapuściński holds the following positions in other entities: Chairman of the Supervisory Board of JRBB SA / Cydrownia SA Member of the Honorary Board of the Arts Gate Arts Gardens Foundation. 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. Marek Kapuściński 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. Marek Kapuściński 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. Marek Kapuściński 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. Marek Kapuściński 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. Marek Kapuściński practical experience acquired in managerial positions and many years of service as a member of the Supervisory Board of Bank Handlowy w Warszawie S.A. indicate that Mr. Marek Kapuściński has the knowledge and skills in the scope of the financial industry.

2) meets the criteria of an independent member of the Supervisory Board.

§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. Marek Kapuściński 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. Marek Kapuściński 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