

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, **Ms. Barbara Smalska** considers that she has the required qualifications to act as a member of the Supervisory Board, i.e.:

1) has the knowledge:

Ms Barbara Smalska is a graduate of the University of Warsaw (Uniwersytet Warszawski) where in 1997 she was awarded a MSc degree in physics and in 2001 a PhD degree in experimental high-energy physics. Ms. Barbara Smalska graduated from the Business Essentials Program (Mini-MBA), Boston USA.

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

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, business strategy and operational model, sales network organization and activation, reorganization and cost optimization, new technologies in payments and internet. 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 telecom companies, mainly in the areas of business strategy and distribution strategy in the retail client segment.

Since 2008 she has worked for PZU Group (leading CEE insurance 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 (non-life and life insurance companies) management board, she was responsible for overall management of PZU Group's individual client and SME segment. 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 process of incorporating Link4 to PZU Group, after its acquisition from RSA Insurance Group. Ms. Barbara Smalska also joined the pension fund PTE PZU SA's Supervisory Board (2013-2014).

In the years 2015-2017, Ms. Barbara Smalska held the function of the vice president of Alior Bank S.A., responsible for strategy, mergers (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. Since 2019 Ms Barbara Smalska has served as a member of the Supervisory Board of Bank Handlowy w Warszawie S.A. and the chairwoman of its Audit Committee.

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

Additionally, Ms. Barbara Smalska holds a number of positions in the management and supervisory boards of entities from the Lux Med Group. 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 Ms. Barbara Smalska 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 Ms. Barbara Smalska 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 Ms. Barbara Smalska 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 – Ms. Barbara Smalska, considers that Ms. Barbara Smalska 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 Ms. Barbara Smalska to have knowledge in accounting or audits of financial statements was assessed in relation to the knowledge acquired by Ms. Barbara Smalska relation to

her education. Ms. Barbara Smalska graduated from the Business Essentials Program (Mini-MBA), Boston USA.

Ms. Barbara Smalska'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 many functions held in the management and supervisory boards of financial institutions.

- 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 Ms. Barbara Smalska practical experience acquired in managerial positions within financial industry and many years of service as a member of the Supervisory Board of Bank Handlowy w Warszawie S.A. indicate that Ms. Barbara Smalska has the knowledge and skills in the scope of the financial industry.

- 3) 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 Ms. Barbara Smalska 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 Ms. Barbara Smalska 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