Report of the Nomination and Remuneration Committee of the Supervisory Board
of Bank Handlowy w Warszawie S.A.
for the year 2025

The Remuneration Committee is a standing advisory body to the Supervisory Board. The Committee consists of 3 (three) or more members of the Supervisory Board. Most members of the Committee, including its Chairman, meet the independence criterion set out in § 14(4) of the Articles of Association of Bank Handlowy w Warszawie S.A. All Members of the Committee, including its Chairman and Vice Chairman, are elected by the Supervisory Board. Members of the Committee perform their duties in compliance with the powers as set out in the Regulations under Article 390 of the Code of Commercial Companies, Articles 9cb and 9cd of the Act – Banking Law and Regulation of the Minister of Finance of May 7, 2018 on the specific scope of tasks of the nomination committee at significant banks.

The Remuneration Committee was established under a resolution of the Bank Council dated October 23, 1997. The resolution of the Supervisory Board of May 17, 2017 changed the name of the Committee to the Nomination and Remuneration Committee.

In 2005, the Supervisory Board passed the Remuneration Committee Regulations, in line with the “Good Practices in Public Companies in 2005”, which were adopted by all governing bodies of the Bank at that time. The Regulations were amended upon the resolutions of the Supervisory Board dated March 20, 2008, December 9, 2011, November 7, 2013, May 17, 2017, May 30, 2018, September 24, 2020, December 3, 2021 and May 11, 2022.

The Regulations of the Nomination and Remuneration Committee are available on the Bank’s websites: www.citihandlowy.pl.

In the reporting period the Nomination and Remuneration Committee was composed of: Ms. Anna Rulkiewicz as Chairperson, Ms. Natalia Bożek as Vice Chairperson, Mr. Sławomir S. Sikora, Ms. Barbara Smalska and Mr. Marek Kapuściński as Members of the Committee.

The Nomination and Remuneration Committee is currently composed of:

1) Anna Rulkiewicz – Chairperson (independent member of the Committee),
2) Natalia Bożek – Vice Chairperson,
3) Marek Kapuściński – Member of the Committee (independent member of the Committee),
4) Sławomir S. Sikora – Member of the Committee,
5) Barbara Smalska – Member of the Committee (independent member of the Committee).

The Nomination and Remuneration Committee met on the following dates during the discussed reporting period coinciding with the calendar year:

No.	Date of the meeting	Attendance
1.	14 January 2025	100%
2.	19 March 2025	80%
3.	29 May 2025	80%
4.	18 August 2025	80%
5.	17 September 2025	100%
6.	30 October 2025	100%
7.	03 December 2025	100%

The Nomination and Remuneration Committee has the authority to:

1) review and monitor the remuneration policies adopted at the Bank and support the Bank authorities in supervising, shaping and implementing those policies, their validity, consistency with the practice and processes in place at the Bank and their impact on the Bank's risk profile,
2) assess the mechanisms and systems in place at the Bank in order to ensure that the remuneration policy adopted at the Bank takes into account all types of risk, and liquidity and capital levels, complies with the principles of, and supports sound and effective risk management, and is consistent with the Bank's strategy, objectives, corporate culture and values as well as long-term interests of the Bank, including assessment of the need to adjust remunerations for ex-post risk,
3) analyze possible scenarios to examine how the remuneration policies adopted at the Bank and the remuneration practice respond to external and internal events, and perform back-testing of the criteria used to determine remuneration levels and to adjust remunerations for ex-ante risk on the basis of actual risk-based results,
4) recommend candidates for the Management Board, selected from among a sufficiently broad group of potential candidates, taking into account the necessary knowledge, competence and experience of the Management Board as a whole, that are necessary to manage the Bank, and ensuring diversity on the Management Board,
5) identify the scope of duties for a candidate to the Management Board, as well as the requirements in terms of knowledge and competence, and the expected time commitment necessary to serve in that capacity,
6) identify the target representation of the gender underrepresented on the Management Board and develop a policy of diversity on the Management Board with the aim of achieving that target,
7) make periodic evaluation, at least once a year, of the structure, size, composition and effectiveness of the Management Board and recommend changes in that regard to the Supervisory Board,
8) make periodic evaluation, at least once a year, of the knowledge, competence and experience of the Management Board as a whole and of individual Management Board members, and inform the Management Board of the evaluation results,
9) review periodically the Management Board's policy on selection and appointment of Bank managers and present recommendations in that regard to the Management Board,
10) assess, based on market conditions, the remunerations received by members of the Management Board,
11) assess the remuneration paid to members of the Bank’s Management Board as compared to their duties and performance;
12) submit recommendations for remuneration of Management Board members to the Supervisory Board, each time prior to its determination or revision,
13) review and monitor variable remuneration components of the persons whose professional activities have a significant impact on the Bank's risk profile, including in particular those responsible for risk management, management of the compliance unit, management of the internal audit unit, and key persons, as identified in the Employee Remuneration Policy of Bank Handlowy w Warszawie S.A.,
14) make a preliminary assessment of the qualifications of candidates for members of the Supervisory Board selected from among a sufficiently wide group of potential candidates, taking into account diversity in the composition of the Supervisory Board, the necessary knowledge, competences and experience of individual candidates and the Supervisory Board as a whole, and prepare recommendations for their selection,
15) perform a preliminary assessment of the qualifications of members of the Supervisory Board taking into account diversity in the composition of the Supervisory Board, the necessary knowledge, competences and experience of individual Supervisory Board members and the Supervisory Board as a whole, and make recommendations when a reassessment is required.

In 2025, the Nomination and Remuneration Committee adopted in total 37 resolutions and information.
While fulfilling the above-mentioned duties, the Committee at its meeting on January 11, 2025, adopted a resolution on the basic remuneration for the Director of the Internal Audit Department and the Head of the Compliance Division, a resolution on granting Variable Remuneration to Eligible Persons and Members of the Management Board for 2024, a resolution on the acquisition of Deferred Variable Remuneration by Eligible Persons and current and former Members of the Management Board for the years, a resolution on the end date of the retention period for the Deferred Variable Remuneration of Eligible Persons and current and former Members of the Management Board.

On January 28, 2025, the Committee adopted a resolution on the offer to acquire Own Shares by members of the Management Board and former members of the Bank's Management Board under an incentive scheme.

Subsequently, on March 4, 2025, the Committee adopted a resolution concerning the remuneration of a member of the Bank's Management Board.

At the next meeting held on March 19, 2025, the Committee issued a positive opinion and recommended that the Supervisory Board adopt the Report on the remuneration of members of the Management Board and members of the Supervisory Board of Bank Handlowy w Warszawie S.A. for 2024. Analogously, it gave a positive opinion and issued a recommendation to the Supervisory Board to adopt the evaluation of the functioning of the Remuneration Policy in 2024. Next, the Committee adopted a resolution concerning assessment of the Management Board of Bank Handlowy w Warszawie S.A. and a resolution concerning the evaluation of the functioning of the “Training Program for Members of the Supervisory Board of Bank Handlowy w Warszawie S.A.”

On April 22, 2025, the Committee adopted a resolution on the agreement on the termination of the employment contract with a member of the Management Board.

At the meeting held on May 29, 2025, the Committee defined the scope of duties for a candidate to perform the function of a member of the Bank's Management Board, including the requirements in terms of knowledge, competences and expected time commitment necessary to serve in that capacity in the Bank's Management Board. It also adopted a recommendation concerning the assessment of Mr. Tomasz Dziurzyński as a candidate for a member of the Bank's Management Board and the collective evaluation of the Management Board as a whole, as well as concerning the recommendation to the Supervisory Board regarding the appointment of Mr. Tomasz Dziurzyński to the Bank's Management Board for a four-year term. The Committee also discussed issues related to the identification of the target representation of the gender underrepresented on the Bank's Management Board. Subsequently, the Committee adopted information on good practices to ensure diversity in recruitment interview panels. The Committee also dealt with issues related to the benefits received by the members of the Management Board.

On June 10, 2025, it dealt with issues related to the additional benefit for commitment to the Demerger process for Eligible Persons.

On June 14, 2025, the Committee dealt with issues related to the offer to acquire Own Shares by members of the Management Board and former members of the Bank's Management Board under an incentive scheme and the conclusion of respective agreements with the members of the Management Board.

Another resolution of July 15, 2025 concerned the confirmation of the acquisition of rights to the Transaction-related Award by persons whose professional activity significantly influences the Bank's risk profile.

At the meeting held on August 28, 2025, the Committee considered a motion for a recommendation to the Bank's Supervisory Board regarding the assessment of the Member of the Management Board, Mr. Ivan Vrhel, and the collective evaluation of the Management Board as a whole in connection with his intention to take up a position in an entity belonging to the Citi Group, which was related to the need to undertake preparations for a new professional function.

At the meeting held on September 17, 2025, the Committee made a recommendation to the Bank's Supervisory Board regarding the conclusion of an agreement on the termination of the employment contract with a member of the Bank's Management Board and adopted a resolution on the transfer of the funds of the additional Benefit under the so-called Transaction-related Award.

At the meeting held on October 30, 2025, the Committee adopted a resolution on determining the scope of duties for a candidate for the Bank's Management Board, and the requirements in terms of knowledge and competences and the expected commitment of time required to perform the function of a Member of the Bank's Management Board, and on issuing a recommendation to evaluate Mr. Sebastian Perczak as a candidate for a Member of the Bank's Management Board and the collective evaluation of the Management Board as a whole, and on a recommendation to be submitted to the Supervisory Board relating to appointment of Mr. Sebastian Perczak to the Bank's Management Board for a four-year term.

At the next meeting held on December 03, 2025, the Committee adopted a resolution concerning amendments to the Remuneration Policy for Persons whose Professional Activity Significantly Influences the Risk Profile of Bank Handlowy w Warszawie S.A. and a resolution concerning the List of the Eligible Persons. Next, the Committee adopted a resolution on: determining the scope of duties for a candidate for the Bank's Management Board, and the requirements in terms of knowledge and competences and the expected commitment of time required to perform the function of the Vice President of the Bank's Management Board in charge of retail banking; a recommendation to evaluate the Vice President of the Management Board Mr. Andrzej Wilk as a candidate for the Vice President of the Bank's Management Board and the collective evaluation of the Management Board as a whole and on a recommendation for the Bank's Supervisory Board concerning the appointment of Mr. Andrzej Wilk to the Bank's Management Board of Bank Handlowy w Warszawie S.A. for another four-year term and on a recommendation concerning the Bank's conclusion of an annex to the employment contract with the Vice President of the Management Board Mr. Andrzej Wilk. At the end of the meeting, the Committee carried out an annual assessment of suitability of the Members of the Supervisory Board of Bank Handlowy w Warszawie S.A.

The Nomination and Remuneration Committee states that it performed its mandate correctly in the year ended December 31, 2025.

Pursuant to § 2.2 of the Nomination and Remuneration Committee Regulations, the Committee hereby submits this report to the Supervisory Board. This report will soon after be released to our shareholders on the Bank's websites.

Anna Rulkiewicz
Chairperson of the Nomination and Remuneration Committee