

Candidate Profile and draft resolutions of the Ordinary General Meeting related to Supervisory Board Member Appointment

MS BARBARA KAROLINA SMALSKA

INFORMATION ABOUT THE CANDIDATE

1. Education

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.

2. Professional background

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. Mandates to management boards and supervisory boards at other entities

Presently, Ms Barbara Smalska does not hold any function at management boards or supervisory boards at other entities.

4. Warranty of due performance of duties

Ms Barbara Smalska's professional career as pursued hitherto, functions performed by her and her education demonstrate the candidate's sterling reputation, honesty and fairness, as well as her ability to handle the Bank's matters in a prudent and stable manner and as such make her suitable for senior and the highest rank positions at financial institutions.

5. Qualifications and competencies from the point of view of the Supervisory Board's tasks

Both the level of education and wide professional experience including the highest corporate rank positions held by Ms Barbara Smalska in the financial sector, also in the banking sector, will add to the proper delivery of tasks by the Supervisory Board. So far she was the Chairwoman of the Audit Committee and Member of the Risk and Capital Committee, Nomination and Remuneration Committee and Strategy and Management Committee.

6. Independence

According to her statement, Ms Barbara Smalska is independent in the meaning of Article 14.4 of the Articles of Association of the Bank Handlowy w Warszawie S.A.

7. Candidate's other representations

According to her statement, Ms Barbara Smalska is not entered in the Register of Insolvent Debtors kept in accordance with the National Court Register Act. According to the statement, Ms Barbara Smalska does not conduct any activity competitive to the Bank.

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Taking into consideration the above and given the absence of evidence that could prove otherwise, it should be considered that the candidate's conduct has not raised any doubts so far as to her ability to fairly assess and govern executive decisions at the Bank.

Ms Barbara Smalska has the knowledge, skills and experience adequate to hold the function and to perform duties of a member of Bank Handlowy w Warszawie S.A.'s Supervisory Board and she warrants the due performance of those duties. The candidate's characteristics and competencies are significant from the point of view of the requirement to assure that the Supervisory Board properly delivers its tasks. In the shareholder's opinion, Ms Barbara Smalska fulfils the requirements specified in Article 22aa of the Act of 29 August 1997 – the Banking Law.

Ms Barbara Smalska gave her consent to apply for the position of a member of Bank Handlowy w Warszawie S.A.'s Supervisory Board.

**RESOLUTION No 35/2024
of the Ordinary General Meeting
of the Bank Handlowy w Warszawie Spółka Akcyjna
of 19 June 2024**

**on appointment of a member of the Bank's Supervisory Board for a subsequent, joint term of
office of the Bank's Supervisory Board**

§ 1

The Ordinary General Meeting of the Bank acting pursuant to Art. 22 section 2 of the Act of August 29, 1997, Banking Law (hereinafter: Banking Law) in connection with Art. 22aa of the Banking Law and the „Policy for the assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A.”, as well as taking into account the preliminary assessment of qualifications and recommendations on appointment, issued by the Nomination and Remuneration Committee of the Supervisory Board of the Bank concludes that Barbara Karolina Smalska satisfies the requirements referred to in Art. 22aa of the Banking Law Act, as well as concludes that after appointing Barbara Karolina Smalska to the Supervisory Board, the Supervisory Board treated as a whole will be collectively qualified to perform its functions properly, therefore, acting on the basis of § 9 section 2 (7) in conjunction with § 14 section 1 of the Bank's Articles of Association, the Ordinary General Meeting appoints Barbara Karolina Smalska as a member of the Supervisory Board of the Bank for a subsequent, joint term of office of the Supervisory Board starting on January 1, 2025.

§ 2

The Ordinary General Meeting of the Bank taking into account the preliminary assessment of qualifications and recommendations issued by the Nomination and Remuneration Committee of the Supervisory Board of the Bank assesses that Barbara Karolina 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 (hereinafter: 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,
2. meets the requirement of independence referred to in Art. 129 sec. 3 of the Act,
3. 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.