

*Draft Resolution to Item 5 Sub-points 8 of the
Agenda of the Ordinary General Meeting held
on 19 June 2024*

**RESOLUTION No 23/2024
of the Ordinary General Meeting
of the Bank Handlowy w Warszawie Spółka Akcyjna
of 19 June 2024
on distribution of the net profit for year 2023**

Pursuant to Article 395 § 2 Item 2) of the Commercial Companies Code and § 9 Section 1 Item 2 of the Bank's Articles of Association, the Ordinary General Meeting of Bank Handlowy w Warszawie S.A. has resolved as follows:

- I. To distribute the net profit for the year 2023 in the amount of PLN **2,255,190,345.46** as follows:
 - 1) dividend for shareholders **PLN 1,454,930,607.50** which means that the dividend per share amounts to **PLN 11.15**
 - 2) allocation for the reserve capital **PLN 800,259,737.96**
- II. To set the date for determining the right to the dividend for **June 27, 2024** (the dividend day) and to set the date of payment of the dividend for **July 4, 2024** (the dividend payment date).

**RESOLUTION No 39/2024
of the Ordinary General Meeting
of the Bank Handlowy w Warszawie Spółka Akcyjna
of 19 June 2024**

regarding amendments to the Articles of Association of Bank Handlowy w Warszawie S.A.

§ 1

The Ordinary General Meeting, acting pursuant to § 9 section 2 point 2 of the Articles of Association of Bank Handlowy w Warszawie Spółka Akcyjna and Art. 430 § 1 of the Commercial Companies Code, decides to adopt the following changes to the Articles of Association of Bank Handlowy w Warszawie S.A. (hereinafter: Statute):

1. In § 5, section 3, point 12 of the Statute, the following is deleted: *„and provide bank safes”*
2. In § 5, section 3, point 15 of the Statute, the following is deleted: *„perform term financial operations”* and is hereby introduced: *„deleted”*
3. In § 5, section 3, point 16 of the Statute, the following is deleted: *„issues electronic cash instrument”* and is hereby introduced: *„deleted”*
4. In § 5, section 4, point 1 of the Statute, the following is deleted: *„come into possession and purchase shares and rights to shares, shares of another legal person and participation units in investment funds”* and is hereby introduced: *„deleted”*
5. In § 5, section 4, point 2 of the Statute, the following is deleted: *„organize and provide services in financial leasing”* and is hereby introduced: *„deleted”*
6. In § 5, section 4, point 4 of the Statute, the following is deleted: *„trade in securities”* and is hereby introduced: *„deleted”*
7. In § 5, section 4, point 5 of the Statute, the following is deleted: *„maintain securities accounts”* and is hereby introduced: *„deleted”*
8. In § 5, section 4, point 7 of the Statute, the following is deleted: *„contract liabilities due to issuance of securities”* and is hereby introduced: *„deleted”*
9. In § 5, section 4 point 8 of the Statute, the following is deleted: *„play the role of a bank representative within the meaning of the Bond Act”* and is hereby introduced: *„conduct fiduciary activities”*
10. In § 5, section 4, point 10 of the Statute, the following is deleted: *„settle trading in securities, property rights and derivatives”* and is hereby introduced: *„conduct clearing and settlement of transactions in trading in financial instruments and property rights”*
11. In § 5, section 4, point 16 of the Statute is amended as follows: *„act as a depository of pension fund,”*
12. In § 5, section 4, point 17 of the Statute is amended as follows: *„act as a depository of investment fund,”*
13. In § 5, section 4, point 20 of the Statute is amended as follows: *„render financial services related to the trading on financial instruments issued abroad and their safe-keeping or registration,*

including maintaining registers or records of financial instruments recorded stored or registered by foreign financial and custody-settlement institutions,”

14. In § 5, section 4, point 21 of the Statute is amended as follows: *„perform brokerage activities within the brokerage office in the following activities:*

- a) accepting and transmitting orders to purchase or sell financial instruments;*
- b) execution of orders referred to in point a) on the behalf of the principal;*
- c) acquiring or selling financial instruments on its own account;*
- d) investment advice;*
- e) offering financial instruments;*
- f) providing services in the performance of concluded issue guarantee agreements or concluding and performing other agreements of a similar nature, if their subject matter is financial instruments;*
- g) storing or registering financial instruments, including maintaining securities accounts, derivatives accounts and omnibus accounts, and maintaining cash accounts, as well as keeping records of financial instruments;*
- h) advising companies on capital structure, company strategy or other issues related to such structure or strategy;*
- i) consultancy and other services in the field of mergers, divisions and takeovers of enterprises;*
- j) currency exchange, if it is related to brokerage activities to the extent indicated in points a)-f);*
- k) preparing investment analyses, financial analyzes and other general recommendations regarding transactions in financial instruments;*
- l) provision of additional services related to the issue guarantee agreement;”*

15. In § 5, section 4, point 22 of the Statute is amended as follows: *„issuing payment instruments other than indicated in § 5 Item 3 Point 13 of the Articles of Association and performing operations with use of these,”*

16. In § 5, section 4, point 23 of the Statute is amended as follows: *„perform non-brokerage activities in the following scope:*

- a) receive and transmit orders to buy or sell financial instruments;*
- b) execute orders to buy or sell financial instruments for the account of the ordering party;*
- c) buy and sell financial instruments for its own account;*
- d) provide investment advice;*
- e) offer financial instruments;*
- f) provide services under concluded equity underwriting agreements or execution and performance of other agreements of similar nature, if they are applicable to financial instruments;*
- g) storing or registering financial instruments, including maintaining securities accounts, derivatives accounts and omnibus accounts, and maintaining cash accounts, as well as keeping records of financial instruments.”*

17. § 14 section 1 of the Statute is amended as follows: *„The Supervisory Board shall consist of five to twelve members elected by the General Meeting of Shareholders. Members of the Supervisory Board shall be elected for a common term of office of four years. The term of office is calculated in financial years, and the first financial year of the term of office is each time the financial year in*

which the performance of the function began, even if it would not commence at the beginning of that financial year. At least a half of the members of the Supervisory Board, including its Chairman, should be Polish citizens. In case of expiration of mandate of one or several members, during their term, resulting in fall of the number of the Supervisory Board members with Polish citizenship below half of the members of the Supervisory Board, the Management Board should take up action in order to complete the composition of the Supervisory Board as soon as practical. If the number of Supervisory Board members holding Polish citizenship is less than half of the total number of Supervisory Board members, the Supervisory Board will still be able to hold meetings, adopt resolutions and conduct any other factual or legal actions."

18. § 14 section 4, point 3 of the Statute is amended as follows: *„is not receiving any additional remuneration from the Bank or an associated company apart from the pay received as the Supervisory Board member."*
19. § 14 section 4, point 4 of the Statute is amended as follows: *„is not a shareholder holding a controlling interest in the Bank's dominant company or does not represent the Bank's dominant company in any way."*
20. § 14 section 4, point 5 of the Statute is amended as follows: *„does not have, or has not had within the last twelve months, a significant business relationship with the Bank or an associated company, either directly or as director or senior employee of a body having such a relationship. Business relationships include the situation of a significant supplier of goods or services (including financial, legal, advisory or consulting services), of a significant customer, and of organizations that receive significant contributions from the Bank or its group."*
21. In § 14 section, 4 point 9 of the Statute the period after abbreviation "pt." is omitted
22. § 15 of the Statute is amended as follows: *„The mandate of a Supervisory Board member expires:*
 - 1) *on the day the General Meeting of Shareholders approving the Management Board's report, the balance-sheet and profit-and-loss account for the full last year of fulfilling the functions of members of the Board,*
 - 2) *due to death of a member of the Supervisory Board,*
 - 3) *on the date of recalling the Board member by the General Meeting of Shareholders,*
 - 4) *on the day of submitting resignation in writing or in an electronic form to the Chairman or Vice-Chairman of the Supervisory Board."*
23. §19 of the Statute is amended as follows:

„1. Meetings of the Supervisory Board are held at least once every quarter year. The Chairman of the Supervisory Board or, failing him, one of the Vice-Chairmen of the Supervisory Board shall convene a meeting of the Supervisory Board either on their own initiative or at the motion of a Supervisory Board member or of the Management Board.

2. deleted.

3. Members of the Supervisory Board may participate in adopting resolutions by casting their vote in writing through another member of the Supervisory Board. Casting of a vote in writing may not be done in matters introduced into the Agenda at the Supervisory Board meeting.

4. The Supervisory Board may adopt resolutions according to a written procedure or using means of direct distance communication. The resolution shall be binding when all members of the Supervisory Board have been notified of the wording of the draft resolution, and an absolute majority of them had been in favour thereof."
24. § 21 of the Statute is amended as follows:

„1. Each member of the Management Board is appointed by the Supervisory Board for tenure of four years. The term of office is calculated in financial years, and the first financial year of the term of office is each time the financial year in which the performance of the function began, even if it would not commence at the beginning of that financial year.

2. The tenure of the members of the Management Board shall expire:

- 1) on the date of holding the General Meeting, which approves the Management Board's report from business of the Bank and financial statements for the last full year of fulfilment by them of the function of member of the Management Board,*
- 2) upon death of a member of the Management Board,*
- 3) upon being recalled,*
- 4) on the day of submitting in writing or in an electronic form resignation to the Chairman of the Supervisory Board.”*

25. In § 25 section 2 of the Statute is amended as follows:

„The Management Board Member managing risk in the Bank shall be responsible for the risk management system including in particular:

- 1) credit policy of the Bank,*
- 2) quality of the credit portfolio,*
- 3) credit risk,*
- 4) market risk,*
- 5) operational risk,*
- 6) coordination of activities related to the implementation in the Bank of the requirements resulting from the regulations in the area of risk management, including regulators' recommendations.”*

26. After § 26 chapter title IV of the Statute is amended as follows: **„TERMS AND CONDITIONS FOR ADOPTING DECISIONS AND MAKING REPRESENTATIONS AS TO MATERIAL RIGHTS AND OBLIGATIONS”**

27. In § 27 section 5 of the Statute is amended as follows: *„Statements in respect of material rights and obligations of the Bank in the implementations of the decisions made are submitted on behalf of the Bank pursuant to the rules described in Items 1-3 of this Paragraph.”*

28. § 29 of the Statute is amended as follows:

„1. Internal regulations of the Bank shall be issued in the form of ordinances or decisions, by the President of the Bank's Management Board or members of the Bank's Management Board supervising a given area of activity, Sector Managers, Division Managers, Chairperson of the Committees operating within the Bank and the directors of organizational units within the Bank, on the basis of the powers vested in them by the President of the Bank's Management Board.

2. deleted.

3. The detailed principles, procedures and techniques for the issue of internal regulations in the Bank shall be specified in internal regulation of the President of the Bank's Management Board.”

§ 2

The change regarding the method of calculating the term of office of the Management Board and the Supervisory Board (§ 14 section 1 and § 21 section 1 of the Statute) applies to terms of office effective

as of the date of entry into the register of entrepreneurs of the National Court Register of the changes to the Statute covered by the resolution and which will start after the above-mentioned day.

§ 3

The Ordinary General Meeting, acting pursuant to Art. 430 § 5 of the Commercial Companies Code, decides to authorize the Supervisory Board of Bank Handlowy w Warszawie S.A. to establish the uniform text of the Articles of Association of Bank Handlowy w Warszawie S.A.

§ 4

The resolution enters into force on the day of its adoption with effect from the date of entry of the change in the register of entrepreneurs of the National Court Register, in accordance with Art. 430 § 1 of the Commercial Companies Code. Pursuant to Art. 34 section 2 of the Act of August 29, 1997, Banking Law, an amendment to the Articles of Association of Bank Handlowy w Warszawie Spółka Akcyjna pursuant to this resolution requires the authorization of the Polish Financial Supervision Authority.