

Draft of resolutions of the Extraordinary General Meeting of 8 May 2026

*Draft Resolution to Item 2 of the Agenda
of the Extraordinary General Meeting
held on 8 May 2026*

**RESOLUTION No. 1/2026
of the Extraordinary General Meeting
of the Bank Handlowy w Warszawie Spółka Akcyjna
of 8 May 2026
on election of the Chairperson of the Meeting**

The Extraordinary General Meeting appoints [...] to be a Chairman of the Extraordinary General Meeting.

*Draft Resolution to Item 4 of the Agenda
of the Extraordinary General Meeting
held on 8 May 2026*

**RESOLUTION No. 2/2026
of the Extraordinary General Meeting
of the Bank Handlowy w Warszawie Spółka Akcyjna
of 8 May 2026
on adoption of the agenda**

The Extraordinary General Meeting approves the Agenda of the Extraordinary General Meeting.

RESOLUTION No. 3/2026
of the Extraordinary General Meeting
of the Bank Handlowy w Warszawie Spółka Akcyjna
of 8 May 2026
concerning the Demerger of Bank Handlowy w Warszawie Spółka Akcyjna

§ 1.

General rules of the demerger

1. Acting on the basis of Article 541 of the Commercial Companies Code (the “CCC”), it is resolved to demerge Bank Handlowy w Warszawie Spółka Akcyjna, with its registered seat in Warsaw (the “**Demerged Bank**”), in accordance with the procedure specified in Article 529 § 1 item 5 of the CCC, i.e. through a transfer of a part of the assets and liabilities of the Demerged Bank to Velobank Spółka Akcyjna, with its registered seat in Warsaw (the “**Acquiring Bank**”), in the form of an organised part of the enterprise of the Demerged Bank, the composition of which is established as set out in Schedule 1 to the demerger plan of the Demerged Bank as agreed between the management boards of the Demerged Bank and the Acquiring Bank on 25 July 2025 and made available up to this date, inclusive, to the public on the website of the Demerged Bank ([Investor relations | Bank Handlowy w Warszawie S.A.](#)) and on the website of the Acquiring Bank ([Rozwijamy bank - VeloBank](#)) (the “**Demerger Plan**”) (such demerged organised part of the enterprise of the Demerged Bank to be referred to as the “**Consumer Business**”) (the “**Demerger**”). Under the Demerger the Consumer Business, will be transferred to the Acquiring Bank, while the remaining part of the business of the Demerged Bank constituting an organised part of the enterprise will remain in the Demerged Bank.
2. Pursuant to Article 541 § 6 of the CCC, approval is hereby granted to the Demerger Plan which is attached to this resolution as Schedule 1.
3. In connection with the Demerger, approval is hereby granted to the transfer of the Consumer Business to the Acquiring Bank in such scope and on such terms as specified in this resolution and in the Demerger Plan.
4. Pursuant to Article 541 § 6 of the CCC, the general meeting hereby approves the amendments to the statute of the Acquiring Bank as specified in Schedule No. 4 to the Demerger Plan and in § 3 below.
5. The Demerged Bank’s share capital will not be decreased in connection with the Demerger. The separation is effected with respect to the Demerged Bank’s own capital in the form of retained earnings.

§ 2.

Share capital increase of the Acquiring Bank

1. As a result of the Demerger, the share capital of the Acquiring Bank will be increased by PLN 186,210,750 (one hundred and eighty-six million, two hundred and ten thousand, seven hundred and fifty zlotys) through the issuance of 744,843 (seven hundred and forty-four thousand, eight hundred and forty-three) Demerger Shares, i.e. series C ordinary registered shares with a nominal value of PLN 250 (two hundred and fifty zlotys) each and a total nominal value of PLN 186,210,750 (one hundred and eighty-six million, two hundred and ten thousand, seven hundred and fifty zlotys) (the “**Demerger Shares**”). The Demerger Shares will be issued for the total value (within the meaning of Article 534 § 1 point 2¹ of the CCC) of PLN 431,688,658 (four hundred and thirty-one million, six hundred and eighty-eight thousand, six hundred and fifty-eight zlotys) and PLN 579.57 (five hundred and seventy-nine 57/100 zlotys) per share. The difference between the total value (within the meaning of Article 534 § 1 point 2¹ of the CCC) of the Demerger Shares and the total nominal value of the Demerger Shares will be allocated to the supplementary capital of the Acquiring Bank.
2. As a result of the Demerger, the Demerged Bank will be granted the Demerger Shares.
3. The general meeting hereby approves the number and value of the Demerger Shares.
4. The Demerger Shares will participate in the profits distributed after the end of the fiscal year in which the Demerger was registered by the competent registry court.
5. No additional payments within the meaning of Article 529 § 3 of the CCC will be granted to the Demerged Bank.

§ 3.

Consent to the proposed amendments to the Acquiring Bank’s statute

1. In connection to the Demerger, the general meeting hereby consents to and approves the following changes to the statute of the Acquiring Bank:
 - a) after subsection 25) section 2 of §4, subsection 26) shall be added to read:

“performing, in accordance with Article 70 Section 2 of the Act on trading in financial instruments, activities that do not constitute brokerage activities consisting in investment advisory.”
 - b) § 7(1) shall be amended to read:

“The Bank’s share capital is PLN 897,944,750 zlotys (in words: eight hundred ninety-seven million nine hundred forty-four thousand seven hundred fifty zlotys).”
 - c) § 7(2) shall be amended to read:

“The Bank’s share capital is divided into:

 - a. 100,000 (in words: one hundred thousand) series A registered shares with a par value of PLN 250.00 (two hundred and fifty zlotys) each, numbered from 1 to 100,000, hereinafter referred to as the “**Series A Shares**”,

- b. 2,746,936 (in words: two million, seven hundred and forty-six thousand, nine hundred and thirty-six) series B registered shares with a nominal value of PLN 250.00 (two hundred and fifty zlotys) each, numbered from 1 to 2,746,936 hereinafter referred to as the “**Series B Shares**”,
- c. 744,843 (in words: seven hundred and forty-four thousand, eight hundred and forty-three) series C registered shares with a nominal value of PLN 250.00 (two hundred and fifty zlotys) each, numbered from 1 to 744,843, hereinafter referred to as the “**Series C Shares**”.
- d) § 7(5) shall be amended to read:

“The Series A Shares, the Series B Shares, the Series C Shares (hereinafter referred to as the “Shares”) are not preferred. Each Share carries the right to one vote.

§ 4.

Final provisions

1. Pursuant to Article 530 § 2 of the CCC, the Demerger shall be effected as of the date of registration of the share capital increase of the Acquiring Bank as a result of the Demerger.
2. The completion of the Demerger will require obtaining the following regulatory approvals:
 - a) obtaining a decision from the Financial Supervision Authority (*Komisja Nadzoru Finansowego*) (the “**PFSA**”) in accordance with Article 124c Section 2 of the Act of 29 August 1997 – Banking Law (the “**Banking Law**”) permitting the Demerger;
 - b) obtaining a decision from the PFSA in accordance with Article 34 Section 2 of the Banking Law permitting the amendments to the statute of the Acquiring Bank in connection with the Demerger as set out in § 3 above;
 - c) (i) obtaining a decision from the PFSA in accordance with Art. 34 Section 2 of the Banking Law approving the amendments to the statute of the Acquiring Bank in relation to the authorisation to carry out brokerage activity under Article 69 Sections 2 and 4 of the Act of 29 July 2005 on trading in financial instruments in the scope necessary to assume all of the brokerage activity of the Demerger Bank conducted within the Consumer Business, and (ii) such amendments to the statute of the Acquiring Bank having been registered by the Acquiring Bank's competent registry court; and
 - d) the European Commission or any other applicable antitrust authority (i) deciding that the Demerger does not give rise to a concentration falling within the scope of the applicable law; or (ii) issuing clearance to the Demerger; or (iii) not taking a decision within the time limits set under applicable law, as a result of which clearance for the Demerger is deemed to be granted.
3. The management board of the Demerged Bank is authorised to take all legal and other actions necessary to complete the Demerger.